

EUROBATTERY MINERALS SECURES NEW CAPITAL THROUGH DIRECTED SHARE ISSUE TO LONG-TERM INVESTORS AND CEO CONVERTS OUTSTANDING DEBT INTO EQUITY

Stockholm, 26 February 2026 – The mining company Eurobattery Minerals AB (Nordic Growth Market: “BAT” and Börse Stuttgart: “EBM”; in short: “Eurobattery Minerals” or the “Company”) hereby announces that (i) the Company’s board of directors has resolved on a directed issue of shares to long-term external investors in order to raise approximately SEK 2,299,532 before transaction costs (the “Directed Issue”), and (ii) the board intends to propose to an extraordinary general meeting a directed issue of shares to the Company’s Chief Executive Officer, Roberto Garcia Martinez (the “CEO Issue”), on the same terms as the Directed Issue, whereby the CEO will convert outstanding receivables of approximately SEK 4,796,603 into shares by way of set-off, thereby strengthening the Company’s balance sheet. Notice of the extraordinary general meeting will be published separately.

Roberto García Martínez, CEO of Eurobattery Minerals, comments:

"I have chosen to convert my outstanding claims into shares because I genuinely believe in the Company's future and in the value we are creating. This is a long-term commitment. By strengthening the balance sheet, we put the Company in a better position to engage with off-takers, institutional investors and industrial partners.

The investors participating in the Directed Issue are shareholders who have been with us for a long time and who share our conviction in the Company's potential. We are proud to have them by our side, and we look forward to continuing to grow together."

Summary

The directed issue to long-term external investors provides the Company with new capital to support the continued development of the Company’s project portfolio and to fund general corporate purposes, while the proposed directed issue to the Chief Executive Officer is intended to convert outstanding liabilities owed by the Company to the CEO into shares, thereby strengthening the Company’s balance sheet and aligning the interests of the CEO with those of all shareholders. The board considers that the measures, taken as a whole, are in the interest of the Company and all shareholders.

Directed issue of shares to external investors

The Company's board of directors has resolved on a directed issue of shares to long-term external investors consisting of three existing long-term shareholders subscribing via a Swiss-based Multi-Family Office (MFO) and one German investor (the "**Directed Issue**") based on the authorisation granted by the annual general meeting on 30 June 2025.

Principal terms

- Number of new shares: 25,550,359
- Subscription price: SEK 0.09 per share
- Gross proceeds: approximately SEK 2,299,532 before transaction costs
- Subscribers: Three existing long-term shareholders via a Swiss-based Multi-Family Office (MFO) and one German investor

Background and rationale

The purpose of the Directed Issue is to provide the Company with capital to support the continued development of the Company's project portfolio, including ongoing exploration and permitting activities, and to fund general corporate purposes.

The board considers that the Directed Issue is the most appropriate alternative in the current situation. The Company carried out a rights issue during the third quarter of 2025, where the final outcome was a subscription rate of 28.7 per cent. The board has assessed that the conditions for an additional rights issue are not favourable. It would require underwriting commitments to ensure the required subscription level, which in the current market situation is considered virtually impossible due to new legislative amendments regarding permits for the provision of underwriting guarantees. A directed issue can be executed more quickly and at a lower cost, and without the risk of an undersubscribed rights issue, which would send a negative signal to the market and further weaken the Company's position.

At the same time, the Directed Issue provides the Company with additional capital from committed, financially strong investors. Three of the four subscribers are existing long-term shareholders of the Company, subscribing via a Swiss-based Multi-Family Office, who have demonstrated long-term conviction in its strategy and who wish to increase their exposure. The fourth subscriber is a German investor. The board considers that the participation of existing shareholders in a directed issue is justified in the present case, as these investors were willing to commit significant additional capital on terms that could not have been achieved through a rights issue, and their continued support strengthens the Company's shareholder base and provides stability during a critical phase of development. The board views the Directed Issue as an important step in consolidating a stable, long-term ownership structure capable of supporting the Company through its current development phase.

Reasons for the subscription price

The subscription price of SEK 0.09 per share has been determined through arm's length negotiations with the external investors participating in the Directed Issue. The board acknowledges that the subscription price represents a significant discount to the current closing price of the Company's share. The board has nevertheless concluded that the subscription price is justified and in the interest of the Company and all shareholders, having regard to the following circumstances:

(i) The price reflects the outcome of arm's length negotiations with independent investors. The subscription price is the result of genuine negotiations with unrelated, external investors who have independently assessed the Company's value and risk profile. Despite the board's efforts to negotiate a higher price, the investors were not willing to commit capital at a price closer to the current market price. Given the Company's urgent need for financing and the absence of viable alternatives (as described below), the board considers it to be in the interest of the Company to accept the terms offered.

(ii) The Company's limited financing alternatives justify the terms. The board has carefully evaluated all available financing options. A rights issue is not a viable alternative due to the 28.7 per cent subscription rate in the recent Q3 2025 rights issue and the current regulatory impossibility of obtaining underwriting guarantees. Bank financing or other debt instruments are also not available to the Company given its development stage and the absence of revenue-generating operations. Failing to raise capital at this time would jeopardise the Company's ability to continue advancing its projects and could result in significantly greater value destruction for existing shareholders.

(iii) The current market price may not be fully representative of the share's long-term value. The Company's share is characterised by low daily trading volumes and high volatility. Over the past twelve months, the share price has ranged from SEK 0.038 to SEK 0.219, a variation of approximately 476 per cent. The stock's average daily volume is approximately 13.2 million shares in a company with approximately 883 million shares outstanding, meaning that the daily float traded represents only a fraction of the total shares. In such a low-liquidity micro-cap environment, the spot market price at any given point is susceptible to short-term fluctuations that may not reflect the Company's fundamental value.

(iv) Discounts are customary for directed issues, particularly for micro-cap companies. On the Swedish market, directed issues are regularly carried out at discounts to the prevailing market price. For micro-cap companies with limited liquidity, larger discounts are commonly required to attract investors and compensate for the absence of preferential rights and the risk inherent in committing a material capital amount to a single illiquid investment.

(v) Significant premium over prior capital raises. The subscription price of SEK 0.09 represents a premium of 50 per cent over the subscription price in the Company's rights issue completed in September 2025 (SEK 0.06 per share) and is consistent with the exercise price of the warrants of series TO6 exercised in May 2025 (SEK 0.09 per share). Shareholders who participated in these transactions acquired shares at prices at or below the subscription price in the Directed Issue.

Deviation from shareholders' preferential rights

The reason for deviating from shareholders' preferential rights is that a directed issue can be carried out with certainty of outcome, more quickly, and at a lower cost compared to a rights issue. Given the Company's recent experience with the severely undersubscribed rights issue in Q3 2025 (28.7 per cent subscription rate) and the current regulatory obstacles to obtaining underwriting guarantees, the board considers a rights issue to be impracticable. The board notes that three of the four subscribers in the Directed Issue are long term existing shareholders of the Company. The board has specifically considered whether this raises concerns from an equal treatment perspective, and has concluded that it does not, for the following reasons: (a) the existing shareholders are subscribing on exactly the same terms as the German investor; (b) their participation was essential to achieve the total issue amount, as no alternative group of investors was willing to commit the required capital; and (c) all existing shareholders were given the opportunity to participate in the Company's rights issue in Q3 2025 at the lower subscription price of SEK 0.06 per share. The board has concluded that the issue, on the proposed terms, is predominantly beneficial for the Company and the shareholder collective. Although the subscription price represents a discount to the current market price, the board considers that the alternative – i.e. not raising capital at this time – would be significantly more detrimental to all shareholders, as it would jeopardise the Company's ability to continue its operations and advance its projects.

Through the Directed Issue, the number of shares in the Company increases by 25,550,359 shares, corresponding to a dilution of approximately 3 per cent of the number of shares and votes, calculated based on the number of shares in the Company after registration of the conversion described above but before registration of the Directed Issue.

The board's intention to propose a directed issue to the Chief Executive Officer, which it will convert into shares by way of set-off,

In the notice convening the extraordinary general meeting, the board intends to propose that the general meeting resolves on a directed issue of shares to the Company's Chief Executive Officer, Roberto Garcia Martinez (the "**CEO Issue**")

Principal terms of the proposal

- Number of new shares: 53,295,593
- Subscription price: SEK 0.09 per share (the same as in the Directed Issue)
- Capital contribution: Approximately SEK 4,796,603.37 before transaction costs
- Payment method: Set-off of the CEO's outstanding claims against the Company

Background and rationale for the CEO Issue

The CEO Issue is intended to convert outstanding liabilities of SEK 4,796,603.37 owed by the Company to the CEO into newly issued shares. The board considers this to be a good opportunity to reduce the Company's indebtedness without requiring any cash expenditure, thereby strengthening the Company's balance sheet and financial position.

The board considers that the CEO Issue, if resolved by the general meeting, is in the interest of the Company and all shareholders for the following reasons:

- (i) Reduction of indebtedness.** The CEO Issue eliminates outstanding liabilities from the Company's balance sheet without any cash payment. This directly improves the Company's financial ratios and frees up liquidity for operational purposes, which is particularly valuable for a company in the development phase.
- (ii) Alignment of interests.** By converting claims into equity, the CEO assumes the same risk and upside as all other shareholders. This creates a strong alignment of interests between the Company's management and its shareholder base and demonstrates the CEO's personal confidence in the Company's future prospects and long-term strategy.
- (iii) Positive signal to the market.** The CEO is voluntarily converting a certain claim (a right to cash payment) into an uncertain one (equity), effectively investing in the Company's future. The board believes this sends a strong positive signal to existing and potential shareholders about the Company's outlook.

Reasons for the subscription price in the CEO Issue

The subscription price in the CEO Issue is SEK 0.09 per share, which is identical to the subscription price in the Directed Issue to external investors. The board acknowledges that this represents a significant discount to the current market price. The board has nevertheless concluded that the subscription price is justified for the following reasons, in addition to those stated above:

(i) **Same price as independent external investors.** The CEO receives shares on exactly the same terms as the external investors in the Directed Issue. There is no preferential treatment; the price has been determined through arm's length negotiations with unrelated third parties.

(ii) **Nature of the transaction: debt conversion, not a discounted purchase.** The CEO Issue is a conversion of accrued liabilities, not a purchase of shares at a discounted price. The CEO has already rendered services or advanced funds to the Company and is now electing to convert those claims into equity at a price consistent with third-party transactions. In debt-to-equity conversions, it is standard market practice to apply a price that reflects a discount to the prevailing market price, as the creditor is exchanging a certain claim for an uncertain equity position.

(iii) **Consistent with the Company's transaction history.** The price of SEK 0.09 is consistent with, or at a premium to, subscription prices in the Company's capital raises over the past twelve months: the rights issue of September 2025 (SEK 0.06), the exercise of warrants of series TO6 in May 2025 (SEK 0.09), and the Fenja Capital conversion of February 2026 (SEK 0.09).

Governance and shareholder protection

As the CEO Issue constitutes a directed issue of shares to a related party, it is subject to the requirements of the Swedish Companies Act (2005:551). Accordingly, the resolution requires the approval of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the general meeting. This supermajority requirement provides the highest level of protection for minority shareholders and ensures full transparency. The CEO will not participate in the vote on the CEO Issue. The CEO Issue is conditional upon a resolution by the general meeting and will, if resolved, be registered with the Swedish Companies Registration Office (Bolagsverket).

Combined effect of the issues

The summary below is intended to illustrate the combined effect of (i) the Directed Issue, and (ii) the proposed CEO Issue, provided that all measures are implemented and registered.

- Number of shares before all measures: 883,523,421
- Number of shares after all measures: 962,369,373
- Share capital after all measures: Approximately SEK 1,316,806.48
- Total dilution for existing shareholders: approximately 9%

Extraordinary general meeting and continued disclosure

The Company will publish notice convening the extraordinary general meeting through a separate press release. The extraordinary general meeting is intended to consider the board's proposal regarding the CEO Issue.

- Planned date for publication of the notice: 26 February 2026
- Planned date for the extraordinary general meeting: 18 March 2026

Important information

This press release does not constitute an offer to subscribe for or acquire shares in Eurobattery Minerals. Any invitation to the persons concerned to subscribe for shares in Eurobattery Minerals will only be made through the notice convening the extraordinary general meeting, which will be published separately.

Language versions

Eurobattery Minerals AB publishes information in English, Swedish, and German for the convenience of our shareholders and stakeholders. In the event of any discrepancies or inconsistencies between the language versions, the English version shall prevail.

About Eurobattery Minerals

Eurobattery Minerals AB is a Swedish mining company listed on Swedish Nordic Growth Market ([BAT](#)) and German Börse Stuttgart ([EBM](#)). With the vision to make Europe self-sufficient in responsibly mined minerals, the Company's focus is to realize numerous mining projects in Europe to supply critical raw materials and, by doing so, power a cleaner and more just world.

Please visit eurobatteryminerals.com for more information. Feel free to follow us on [LinkedIn](#) as well.

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This information is information that Eurobattery Minerals is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2026-02-26 14:00 CET.



Attachments

[Eurobattery Minerals secures new capital through directed share issue to long-term investors and CEO converts outstanding debt into equity](#)