

## Inside information: Eagle Filters Group launches a directed share issue to the public and institutional investors; the subscription period begins on 27 May 2026

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### Inside information: Eagle Filters Group launches a directed share issue to the public and institutional investors; the subscription period begins on 27 May 2026

Based on authorization granted by the Annual General Meeting on 29 April 2026, the Board of Directors of Eagle Filters Group Plc ("Eagle Filters" or the "Company") has on 26 May 2026 resolved on a directed share issue (the "Offering") where Eagle Filters offers, in deviation from the pre-emptive right of shareholders, up to 28,600,000 new shares (the "New Shares"). The Board of Directors of Eagle Filters may, in the event of an oversubscription, increase the number of New Shares offered in the Offering by a maximum of 21,400,000 New Shares (the "Upsize Option"). If the Upsize Option is used in full, the number of New Shares offered may amount to up to 50,000,000 shares in aggregate. The subscription period for Offering will commence on 27 May 2026 at 9:30 EEST.

The Offering in brief:

- The Offering comprises (i) a public offering of New Shares to private individuals and legal entities in Finland (the "Public Offering"); and (ii) an offering of New Shares to the Anchor Investors (as defined below) and institutional investors in the European Economic Area and in the United Kingdom (the "Institutional Offering").
- The subscription price of each New Share in the Public and Institutional Offering is EUR 0.07. The Subscription Price is based on the Company's Board of Directors' view of the fair value of the New Shares, taking into account negotiations with investors and the discount typically applied in directed share issues in relation to the share price formed on the First North Growth Market Finland marketplace. The Subscription Price represents a discount of approximately 7.1 per cent compared to the volume-weighted average price of the Company's shares on the First North Growth Market Finland marketplace during the three-month period starting 26 February 2026 and ending on 25 May 2026.
- The purpose of the Offering is to increase and expand the Company's ownership base and to raise capital in an efficient and cost-effective manner in order to improve the Company's liquidity, strengthen the Company's capital structure and enable the scaling and further development of the Company's business. The Company's Board of Directors considers that the reasons for arranging a directed share issue instead of a rights issue include, among other things, the small size of the Offering, the Company's short term financing needs and the lower costs of a directed share issue compared to a rights issue. By obtaining subscription commitments for the Institutional Offering from the Anchor Investors (as defined below), who are some of the Company's largest shareholders, the Company has wanted to improve the overall probability of success of the Offering. For the reasons mentioned above, the Company's Board of Directors considers that there is therefore a weighty financial reason for the Company to deviate from the shareholders' pre-emptive subscription right as referred to in Chapter 9, Section 4, Subsection 1 of the Companies Act.
- Eagle Filters aims to raise approximately EUR 2 million in gross proceeds from the Offering based on the number of New Shares offered (28,600,000 New Shares without the Upsize Option). Eagle Filters aims to use the proceeds from the Offering to improve liquidity, strengthen the capital structure and enable the scaling and further development of the Company's business.
- If the Offering is oversubscribed, the Board of Directors of Eagle Filters may increase the number of New Shares by the Upsize Option, i.e., a maximum of 21,400,000 New Shares. If the Upsize Option is also subscribed for in full, a maximum total of 50,000,000 New Shares can be issued in the Offering.
- In the Public Offering, the subscription price shall be paid in cash. In the Institutional Offering, the subscription price shall be paid either in cash or by way of setting off one or several of the loans of Eagle Filters.
- Eagle Filters has received subscription commitments from Ville Väättäjä, Thorkel Investments Oy, Joint Effects LLC and Matti Vuoria (the "Anchor Investors") of EUR 1 million in total to subscribe for New Shares in Eagle Filters. The subscription commitments are paid by setting off loans of Eagle Filters.
- The New Shares issued in the Offering (excluding the Upsize Option) amount to approximately 12.1 per cent of all the shares in Eagle Filters and the votes attached thereto before the Offering and around 10.8 per cent after the Offering (provided that all New Shares are subscribed for and the Upsize Option is not exercised), and 17.5 per cent of the shares and the votes attached thereto provided that the Upsize Option is exercised in full.
- In case of over-subscription, the Board of Directors of Eagle Filters Group has the right to, before other subscribers, allocate New Shares to (i) the Anchor Investors, and thereafter (ii) to Company's shareholders who have made a subscription, and who

on 26 May 2026 have been entered in the Company's shareholders' register maintained by Euroclear Finland Oy, in proportion to their current holding.

- The subscription period for the Public and Institutional Offering will commence on 27 May 2026 at 9:30 EEST and ends on 1 June 2026 at 10:00 EEST. In the event of over-subscription, the Company's Board of Directors has the right to suspend the Public and Institutional Offering no earlier than 29 May 2026 at 16:00 EEST.
- Trading in the New Shares together with existing shares in the Company is expected to commence on First North Growth Market Finland on or about 5 June 2026.

### **Reasons for the Offering**

The purpose of the Offering is to increase and expand the Company's ownership base and to raise capital in an efficient and cost-effective manner in order to improve the Company's liquidity, strengthen the Company's capital structure and enable the scaling and further development of the Company's business.

### **Basic information document**

The Company has prepared a Finnish language basic information document (perustietoaasiakirja) in accordance with Chapter 3, Section 2 of the Securities Markets Act for the Offering which will be available together with the documents attached thereto on the Company's website (<https://eaglefiltersgroup.com/directed-share-issue-2026/>) and on the website of Nordnet Bank AB ([www.nordnet.fi/eagle](http://www.nordnet.fi/eagle)) approximately on 26 May 2026.

### **Important dates**

- The subscription period for the Offering commences on 27 May 2026 at 9:30 EEST.
- The subscription period for the Offering can be suspended on 29 May 2026 at 16:00 EEST at the earliest.
- The subscription period for the Offering ends on or about 1 June 2026 at 10:00 EEST.
- Announcement of the final results of the Institutional Offering and Public Offering on or about 1 June 2026.
- The New Shares offered in the Offering are registered in the book-entry accounts of the investors on or about 4 June 2026.
- Trading in the New Shares together with existing shares in the Company is expected to commence on First North Growth Market Finland on or about 5 June 2026.

### **Advisors**

Aktia Alexander Corporate Finance Ltd ("ACF") is acting as the lead manager in connection to the Offering and as the subscription venue in the Institutional Offering for investors other than customers of Nordnet Bank. Nordnet Bank AB, Finnish branch, is acting as the subscription venue in the Public Offering and in the Institutional Offering for its own customers. Smartius Ltd acts as legal advisor to Eagle Filters.

For further information, please contact:

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### **IMPORTANT INFORMATION**

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The issue, exercise and/or sale of securities are subject to specific legal or regulatory restrictions in certain jurisdictions. Eagle Filters or ACF assume no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute an offer to sell or a solicitation of an offer to purchase or subscribe, nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the basic information document that Eagle Filters will publish.

Eagle Filters has not authorized any offer to the public of securities in the United Kingdom or in any Member State of the European Economic Area other than Finland. With respect to the United Kingdom and each Member State of the European Economic Area other

than Finland and which applies the Prospectus Regulation (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (a) to any legal entity, which fulfils the requirements of a qualified investor as defined in the Prospectus Regulation; or (b) in any other circumstances falling within Article 1(4) of the Prospectus Regulation. For the purposes of this paragraph, the expression an "offer of securities to the public" means a communication to persons in any form and by any means, presenting sufficient information on the terms of the offer and the securities to be offered, so as to enable an investor to decide to purchase or subscribe for those securities. The expression "Prospectus Regulation" means Regulation (EU) 2017/1129 of the European Parliament and of the Council, as amended.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "Relevant Persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this document or any of its contents.

Full terms and conditions for the contemplated Offering and the basic information document prepared by the Company for the Offering will be published in Finnish language on the website of Eagle Filters at [eaglefiltersgroup.com](http://eaglefiltersgroup.com).

An investor is advised to read the basic information document before making an investment decision to understand the risks and rewards associated with the investment.

### **FORWARD-LOOKING STATEMENTS**

Certain statements in this release are "forward-looking statements." Forward-looking statements include statements concerning plans, assumptions, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, Eagle Filters' competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, its business strategy and the anticipated trends in the industry and the political and legal environment in which it operates and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms "believes," "intends," "may," "will" or "should" or, in each case, their negative or variations on comparable terminology.

Forward-looking statements in this release are based on assumptions. Forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and the risk exists that the predictions, forecasts, projections, plans and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, you are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release. Save as required by law, Eagle Filters does not intend to, and does not assume any obligation to, update or correct any forward-looking statement contained in this release.

### **About Eagle Filters Group Oyj**

*Eagle Filters Group is a material science company that aims to enable a green and healthy environment.*

*Eagle provides high performance filtration solutions that cut CO2 emissions and increase profitability of the energy industry. Eagle's technology improves performance and energy efficiency while cutting costs. The technology is being used by some of the world's largest energy utilities.*

*The company group is listed on First North Growth Market Finland under the ticker EAGLE. The Company's Certified Adviser is DNB Carnegie Investment Bank AB.*

[www.eaglefiltersgroup.com](http://www.eaglefiltersgroup.com)

### **Attachments**

- [Download announcement as PDF.pdf](#)