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NX Filtration successfully completes capital increase

Combined debt and equity package in excess of €45 million providing sufficient headroom to fund its growth ambitions well into the future

Enschede, the Netherlands, 27 March 2024, 7:30 CET

- **Following the Company's announcement that it successfully secured at least €20 million debt financing, NX Filtration announces that it also successfully placed 7,832,341 new ordinary shares (the New Shares) at a price of €3.255 per New Share, resulting in gross proceeds for the Company of approximately €25.5 million (the Offering). The New Shares were allocated amongst others to existing shareholders Infestos and De Engh, as well as a select group of other long-only institutional investors and NX Filtration's management.**
- **The Company expects that the combined financing package will fund the Company's operations and provide it with sufficient headroom to fund its growth ambitions well into the future.**
- **ABN AMRO acted as Sole Global Coordinator and Sole Bookrunner in the Offering.**

Further details

In the private placement, 7,832,341 New Shares (representing approximately 15.7% of the Company's issued share capital on the date hereof) have been successfully placed at a price of €3.255 per share, equal to the closing price on Euronext Amsterdam on 26 March 2024, resulting in gross proceeds for the Company of approximately €25.5 million.

Existing shareholders Infestos Holding E B.V. (**Infestos**) and De Engh B.V. (**De Engh**) have been allocated respectively 3,810,000 and 1,344,085 New Shares, with the remainder being allocated amongst others to a select group of other long-only institutional investors (including ASR Nederland N.V., Triodos Investment Management and Teslin Participaties Coöperatief U.A.) as well as NX Filtration's management.



The net proceeds from the private placement and the debt financing, will be used to strengthen NX Filtration's balance sheet and support its growth journey, providing the Company with additional flexibility to respond to market developments and accelerate specific growth initiatives when needed. Such growth initiatives could relate to additional investments in its commercial and engineering teams to support the development of large-scale commercial projects, innovations to tailor its products to specific market opportunities and/or unlock new addressable markets, and a further ramp-up of output of its new factory to efficiently handle more and larger orders as they arise. The Company expects that this additional financing provides it with sufficient headroom to fund its growth ambitions well into the future.

Settlement of the transaction and admission to listing and trading of the New Shares on Euronext Amsterdam are expected to take place on 28 March 2024. Following settlement of the private placement, the total number of shares that the Company has in issue will be 57,857,531 with a nominal value of EUR 0.01 each. The total number of voting rights of the Company will be 57,857,531 and this figure may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company. The New Shares will be issued by the Company's management board, with the approval of the supervisory board, under the existing designation of the management board provided by the annual general meeting of the Company held on 6 April 2023 to issue shares and to exclude pre-emptive rights of existing shareholders in relation thereto. The New Shares will rank pari passu in all respects with the existing shares of the Company with the ISIN NL0015000D50. No prospectus is required in respect of the private placement and no prospectus or similar document will be published in connection with the private placement.

NX Filtration and NX Filtration's management agreed to a 180 day lock-up period following completion of the transaction, subject to customary exceptions. ABN AMRO Bank N.V. (**ABN AMRO**) acted as Sole Global Coordinator and Sole Bookrunner in the private placement.

About NX Filtration

NX Filtration is a provider of direct nanofiltration membrane technology for producing pure and affordable water to improve quality of life. Its direct nanofiltration technology removes micropollutants (including pharmaceuticals, medicines, PFAS and insecticides), colour and selective salts, but also bacteria, viruses and nanoplastics, from water whilst offering strong sustainability benefits. For further information on NX Filtration please visit www.nxfiltration.com

Notes to the press release

This is a public announcement by NX Filtration N.V. pursuant to section 17 of the European Market Abuse Regulation (596/2014). This public announcement does not constitute an offer, or



any solicitation of any offer, to buy or subscribe for any securities in NX Filtration N.V. Not all reported data in this press release has been audited.

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solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction.

No offer to sell or subscribe for the New Shares, or announcement of a forthcoming offer to sell or subscribe for the New Shares, or solicitation of any offer to buy or subscribe for New Shares, or announcement of a forthcoming solicitation of any offer to buy or subscribe for, the New Shares will be made in the United States or 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 such jurisdiction, and the distribution of this communication in such jurisdictions may be similarly restricted or unlawful.

Any securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the **Securities Act**), or the securities laws of any other jurisdiction, and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, in or into the United States absent registration or except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States.

The Company has not authorised any offer to the public of the New Shares in any Member State of the European Economic Area. With respect to any Member State of the European Economic Area (each a **Relevant Member State**), no action has been undertaken or will be undertaken to make an offer to the public of New Shares requiring publication of a prospectus in any Relevant Member State. As a result, the New Shares may only be offered in Relevant Member States: (i) to any legal entity which is a “qualified investor” as defined in Regulation (EU) 2017/1129 including any relevant delegated regulations (the **Prospectus Regulation**); or (ii) in any other circumstances falling within Article 1(4) of the Prospectus Regulation; provided that no such offer of New Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Regulation and each person who initially acquires New Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with the Company that it is a “qualified investor” within the meaning of the Prospectus Regulation.

In the United Kingdom, no action has been undertaken or will be undertaken to make an offer to the public of New Shares requiring publication of a prospectus. As a result, in the United Kingdom, this announcement and any offer of the New Shares may only be addressed to and directed at persons who are “qualified investors” within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended) as it forms part of UK law by virtue of the European Union (Withdrawal) Act 2018 and who: (i) are persons having professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5)

of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **Order**); (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order; or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated (all such persons together being referred to as **Relevant Persons**). In the United Kingdom, this announcement must not be acted or relied on by persons who are not Relevant Persons. In the United Kingdom, any securities, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities, and any investment activity, to which this announcement relates is available only to, and may be engaged only with, Relevant Persons.

This announcement is not an advertisement within the meaning of the Prospectus Regulation and does not constitute a prospectus within the meaning of the Prospectus Regulation and has not been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) or any other European supervisory authority.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on the markets in financial instruments, as amended (**MiFID II**); (b) Articles 9 and 10 of the Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the **MiFID II Product Governance Requirements**), and disclaiming all and any liability whether arising in tort, contract or otherwise, which any “manufacturer” (within the meaning of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the New Shares subject to the Offering have been subject to a product approval process, which has determined that such New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the **Target Market Assessment**). Notwithstanding the Target Market Assessment, “distributors” (within the meaning of the MiFID II Product Governance Requirements) should note that: the price of New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a

recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and determining appropriate distribution channels.

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