



Innventure, Inc. Announces Pricing of \$40 Million Registered Direct Offering of Common Stock

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With the proceeds from the offering, Innventure expects to fully repay all outstanding convertible debentures

ORLANDO, Fla., Jan. 12, 2026 (GLOBE NEWSWIRE) -- Innventure, Inc. (NASDAQ: INV) ("Innventure" or the "Company"), an industrial growth conglomerate, today announced it has entered into securities purchase agreements with four institutional investors for the purchase and sale of 11,428,572 shares of common stock for gross proceeds of approximately \$40 million, before deducting placement agent fees and offering expenses. The offering is expected to close on or about January 14, 2026, subject to the satisfaction of customary closing conditions.

The Company expects to use the net proceeds from this offering to repay all outstanding obligations under the convertible debentures, subject to the terms of the securities purchase agreement, dated September 15, 2025, and for working capital and general corporate purposes, which may include the repayment of certain other outstanding indebtedness and the ability of the Company to exercise its right to receive equity in Accelsius in lieu of cash for Accelsius' repayment of approximately \$8 million principal amount of intercompany convertible debt and interest thereon.

Titan Partners is acting as sole placement agent for the offering.

The Offering is being made pursuant to an effective shelf registration statement on Form S-3 (File No. 333-292427), previously filed with the Securities and Exchange Commission (the "SEC") on December 23, 2025 and subsequently declared effective by the SEC on January 9, 2026. The final terms of the Offering will be disclosed in a prospectus supplement to be filed with the SEC, which will be available for free on the SEC's website at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Innventure

Innventure (NASDAQ: INV), an industrial growth conglomerate, focuses on building companies with billion-dollar valuations by commercializing breakthrough technology solutions. By systematically creating and operating industrial enterprises from the ground up, Innventure participates in early-stage economics and provides industrial operating expertise designed for global scale. Innventure's approach seeks to uniquely bridge the "Valley of Death" between corporate innovation and commercialization through its distinctive combination of value-driven multinational partnerships, operational experience, and capital-intensive scale-up expertise.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements in this press release are "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may include, but are not limited to, statements regarding the Offering, including the type of securities that may be issued in the Offering, the size, pricing or other terms of the Offering and the plan of distribution for the Offering; the estimated expenses of the Offering; the intended use of the net proceeds of the Offering; and the expected timing and closing of the Offering. Forward-looking statements are often identified by future or conditional words such as "plan," "believe," "expect," "anticipate," "intend," "outlook," "estimate," "forecast," "project," "continue," "could," "may," "might," "possible," "will," "potential," "predict," "should," "would" and other similar words and expressions (or the negative versions of such words or expressions), but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements are based on the current assumptions and expectations of future events that are inherently subject to uncertainties and changes in circumstances and their potential effects and speak only as of the date of this press release. There can be no assurance that future developments will be those that have been anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond the control of the parties) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described in the Company's public filings made with the SEC and the following: (a) the Company's ability to consummate the Offering; (b) the Company's ability to use the net proceeds of the Offering in a manner that will increase the value of shareholders' investment; (c) the Company's and its

subsidiaries' ability to execute on strategies and achieve future financial performance, including their respective future business plans, expansion and acquisition plans or objectives, prospective performance and opportunities and competitors, revenues, products and services, pricing, operating expenses, market trends, liquidity, cash flows and uses of cash, capital expenditures, and the Company's and its subsidiaries' ability to invest in growth initiatives; (d) the implementation, market acceptance and success of the Company's and its subsidiaries' business models and growth strategies; (e) the Company's and its subsidiaries' future capital requirements and sources and uses of cash; (f) the Company's ability to maintain control over its subsidiaries, (g) the Company's access to funds under the Standby Equity Purchase Agreement with YA II PN, Ltd. due to certain conditions, restrictions and limitations set forth therein and in other agreements with YA II PN, Ltd.; (h) certain restrictions and limitations set forth in the Company's debt instruments, which may impair the Company's financial and operating flexibility; (i) the Company's and its subsidiaries' ability to generate liquidity and maintain sufficient capital to operate as anticipated; (j) the Company's and its subsidiaries' ability to obtain funding for their operations and future growth and to continue as going concerns; (k) the risk that the technology solutions that the Company and its subsidiaries license or acquire from third parties or develop internally may not function as anticipated or provide the benefits anticipated; (l) developments and projections relating to the Company's and its subsidiaries' competitors and industry; (m) the ability of the Company and its subsidiaries to scale the operations of their respective businesses; (n) the ability of the Company and its subsidiaries to establish substantial commercial sales of their products; (o) the ability of the Company and its subsidiaries to compete against companies with greater capital and other resources or superior technology or products; (p) the Company and its subsidiaries' ability to meet, and to continue to meet, applicable regulatory requirements for the use of their respective products and the numerous regulatory requirements generally applicable to their businesses; (q) the outcome of any legal proceedings against the Company or its subsidiaries; (r) the Company's ability to find future opportunities to license or acquire breakthrough technology solutions from multinational corporations or other third parties ("Technology Solutions Provider") and to satisfy the requirements imposed by or to avoid disagreements with its current and future Technology Solutions Providers; (s) the risk that the launch of new companies distracts the Company's management from its and its other subsidiaries' operations; (t) the risk that the Company may be deemed an investment company under the Investment Company Act, which would impose burdensome compliance requirements and restrictions on its activities; (u) the ability of the Company and its subsidiaries to sufficiently protect their intellectual property rights and to avoid or resolve in a timely and cost-effective manner any disputes that may arise relating to its use of the intellectual property of third parties; (v) the risk of a cyber-attack or a failure of the Company's or its subsidiaries' information technology and data security infrastructure; (w) geopolitical risk and changes in applicable laws or regulations; (x) potential adverse effects of other economic, business, and/or competitive factors; (y) operational risks related to the Company and its subsidiaries that have limited or no operating history; and (z) limited liquidity and trading of the Company's securities.

Except to the extent required by applicable law or regulation, the Company undertakes no obligation to update statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.

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