



Notice Regarding Completion of Payment for the Issuance of New Shares and the 20th Series of Stock Acquisition Rights through the Fourth Third-Party Allotment under the Equity Program Agreement and Withdrawal of Shelf Registrations

October 20, 2026

REPROCELL Inc. (the "Company") announces that payment procedures were completed today for the issuance of new shares and the 20th Series of Stock Acquisition Rights through a third-party allotment (the "Fourth Third-Party Allotment") as the fourth issuance under an Equity Program Agreement entered into with CVI Investments, Inc. (the "Equity Program Agreement"), as resolved at the meeting of the Board of Directors held on October 5, 2026.

For details of the Fourth Third-Party Allotment, please refer to the "Notice Regarding the Issuance of New Shares and Stock Acquisition Rights through the Fourth Third-Party Allotment Based on the Equity Program Agreement" dated October 5, 2026.

In addition, upon completion of the payment procedures for the Fourth Third-Party Allotment, all issuances of the Company's common shares (the shares issued through the first to fourth issuances are individually or collectively referred to as the "Common Shares") and the Company's stock acquisition rights (the stock acquisition rights issued through the first to fourth issuances are individually or collectively referred to as the "Stock Acquisition Rights") under the shares and stock acquisition rights issuance program established pursuant to the Equity Program Agreement have been completed. Accordingly, the Company also announces that it has today withdrawn the shelf registrations relating to the issuance of new shares and stock acquisition rights (the "Shelf Registrations"), as disclosed in the "Notice Regarding the Execution of an Equity Program Agreement, the Filing of Shelf Registration Statements, and the Issuance of New Shares and Stock Acquisition Rights through Third-Party Allotment" dated May 27, 2026.

I. Fourth Third-Party Allotment

1. Overview of the Issuance of the Common Shares

Item		Details
(1)	Payment Date	October 20, 2026
(2)	Number of New Shares Issued	2,932,000 common shares
(3)	Issue Price	119 yen per share
(4)	Amount of Funds Raised	348,908,000 yen
(5)	Method of Offering or Allotment	Through third-party allotment
(6)	Amount of Stated Capital to Be Increased	174,454,000 yen (59.5 yen per share)
(7)	Amount of Legal Capital Surplus to Be Increased	174,454,000 yen (59.5 yen per share)
(8)	Allottee	CVI Investments, Inc.

2. Overview of the Issuance of the Stock Acquisition Rights

Item		Details
(1)	Allotment Date	October 20, 2026
(2)	Number of Stock Acquisition Rights Issued	29,320 units
(3)	Issue Price	117 yen per stock acquisition right (Total amount: 3,430,440 yen)
(4)	Number of Underlying Shares for the Issuance	Number of potential shares: 2,932,000 shares (100 shares per stock acquisition right) The exercise price of the Stock Acquisition Rights will not be subject to revision and therefore has no upper or lower limit.
(5)	Amount of Funds to Be Raised	469,618,440 yen (Note)
(6)	Exercise Price	159 yen per share
(7)	Exercise Period	From October 21, 2026 to October 18, 2030
(8)	Method of Offering or Allotment	Through third-party allotment
(9)	Allottee	CVI Investments, Inc.

Note: The amount of funds to be raised is calculated assuming that all of the Stock Acquisition Rights are exercised at the initial exercise price. If the exercise price is adjusted, the amount of funds to be raised will increase or decrease. In addition, if the Stock Acquisition Rights are not exercised within the exercise period, or if the Company acquires the Stock Acquisition Rights and cancels them, the amount of funds to be raised will decrease.

II. Withdrawal of the Shelf Registrations

1. Overview of the Withdrawn Shelf Registrations

(1) Overview of the Shelf Registration for the Common Shares

Item		Details
(1)	Filing Date of Shelf Registration Statement	May 27, 2026
(2)	Class of Securities to Be Offered	Common shares of the Company
(3)	Scheduled Issuance Period	Until the date on which one year has elapsed from the scheduled effective date of the shelf registration (June 4, 2026 to June 3, 2027)
(4)	Scheduled Issuance Amount	Up to 2,400,000,000 yen

(2) Overview of the Shelf Registration for the Stock Acquisition Rights

Item		Details
(1)	Filing Date of Shelf Registration Statement	May 27, 2026
(2)	Class of Securities to Be Offered	Stock acquisition right certificates
(3)	Scheduled Issuance Period	Until the date on which one year has elapsed from the scheduled effective date of the shelf registration (June 4, 2026 to June 3, 2027)
(4)	Scheduled Issuance Amount	Aggregate issue price of the Stock Acquisition Rights: up to 100,000,000 yen Aggregate issue price of the Stock Acquisition Rights plus the aggregate amount payable upon exercise of the Stock Acquisition Rights: up to 3,200,000,000 yen

2. Offering Results under the Shelf Registrations

Item		Details
(1)	Aggregate Issue Price of the Common Shares	1,460,136,000 yen
(2)	Aggregate Issue Price of the Stock Acquisition Rights	14,747,960 yen
(3)	Aggregate Issue Price of the Stock Acquisition Rights Plus the Aggregate Amount Payable upon Exercise of the Stock Acquisition Rights	1,961,595,960 yen

3. Reason for Withdrawal of the Shelf Registrations

The Shelf Registrations were withdrawn because the offerings of the Common Shares and the Stock Acquisition Rights contemplated under them have been completed.