



July 23, 2026

To whom it may concern:

Company Name: Innovacell Inc.
Representative: Representative Director Co-CEO
Colin Novick
Representative: Representative Director Co-CEO
Jason Sieger
(Code No.: 504A, Growth Market of the Tokyo Stock Exchange)
Point of Contact: Director CFO Yasushi Hosono
(<https://innovacell.com/contact/>)

**Announcement Regarding the Execution of a Product Commercialization Agreement with
EVERSANA Life Science Services, LLC for the U.S. Market**

Innovacell Inc. (the “Company”) hereby announces that, at the meeting of the Board of Directors held today, it resolved to enter into a Product Commercialization Agreement (the “Agreement”) with EVERSANA Life Science Services, LLC (“EVERSANA”) regarding ICEF15, the Company’s development product, a cell therapy product targeting urge fecal incontinence. Through the Agreement, the Company will retain ownership of the product rights for ICEF15 in the U.S. market while achieving a rapid and efficient launch in the global market, and will seek to maximize its business value.

1. Background for the Agreement

The Company is currently developing its sales and marketing infrastructure in the U.S. market in preparation for the global rollout of ICEF15. EVERSANA is a global company specializing in the commercialization of pharmaceuticals and regenerative medicine products, with a proven track record of providing integrated services across the entire commercialization process, from preparation for regulatory filings through post-launch market expansion. To date, its commercialization model has been adopted by more than 20 companies, including regenerative medicine companies, and it has supported the commercialization of more than 40 pharmaceutical or regenerative medicine products worldwide. In terms of its track record, through engagement with EVERSANA, quantitative outcomes have been demonstrated, including over approximately 20% average reductions in commercialization-related costs, improved reach to healthcare institutions, and revenue generation exceeding business plan projections. The Company has previously engaged EVERSANA to conduct market and business feasibility assessments of ICEF15 in the United States and has thereby deepened mutual understanding between the two parties. Based on a comprehensive evaluation of (i) EVERSANA’s advanced expertise in pharmaceutical commercialization, (ii) its extensive track record in the field of regenerative medicine products, and (iii) the high degree of alignment in strategic direction and economic incentives with the Company, the Company has determined that EVERSANA is the optimal partner for the commercialization of ICEF15 in the U.S. market and has therefore decided to enter into the Agreement.

2. Overview of the Counterparty (as of July 23, 2026)

(1)	N a m e	EVERSANA Life Science Services, LLC
(2)	A d d r e s s	7045 College Boulevard, Overland Park, KS 66211, United States
(3)	R e p r e s e n t a t i v e	Mark Thierer, Chief Executive Officer
(4)	B u s i n e s s	Commercialization support services for the life sciences industry (consulting, marketing, distribution, patient support, etc.)
(5)	U R L	https://www.eversana.com/

3. Overview of the Agreement

This agreement covers the commercialization activities for ICEF15 in the United States, under which we will primarily outsource the following functions by leveraging EVERSANA's existing infrastructure as a pharmaceutical commercialization specialist.

- Commercialization activities relating to ICEF15, including:
 - Pre-launch strategy development
 - Market data and analytics
 - Market access
 - Development and support of supply chain and distribution systems
 - Deployment and management of sales representatives and field teams
 - Patient engagement
- Agency engagement and management
- Other activities related to commercialization

Unlike a traditional license-out model in which rights in the U.S. market are granted to third parties, this Agreement adopts a hybrid collaboration structure under which the Company retains ownership of product rights and assets for ICEF15 in the market while leveraging EVERSANA's commercialization infrastructure. The Company and EVERSANA plan to establish a joint management committee to conduct regular reviews of strategy, budgets, and performance, thereby ensuring ongoing optimization of the business. In addition, under the Agreement, a portion of the service fees payable by the Company to EVERSANA is subject to deferred payment on an interest-free basis, and a mechanism has been incorporated whereby such fees are recovered based on the outcomes of the services provided. This structure directly aligns EVERSANA's economic incentives with the Company's business performance and is a key feature of the Agreement, establishing a collaboration model in which the strategic objectives and economic interests of both parties are closely aligned, with shared risks and returns.

The collaboration under the Agreement is expected to generate the following benefits:

(1) Benefits for the Company

- Retention of ownership of product rights and assets related to ICEF15 in the U.S. market
- Recognition of product sales in the Company's top-line revenue and achievement of relatively higher profit margins
- Reduction of initial capital expenditure and operating expenses associated with commercialization through the utilization of EVERSANA's commercialization infrastructure
- Rapid establishment of a commercialization framework in the U.S. market

(2) Benefits for EVERSANA

- Expansion of business opportunities through involvement in the Company's development pipeline
- Strengthening of its commercialization track record in the high-growth regenerative medicine sector
- Acquisition of royalty income linked to the net sales of ICEF15

(3) Mutual Benefits

- Establishment of a collaboration model based on shared risk and return
- Strengthening of a strategic partnership aimed at long-term business growth

4. **Scheduled Date**

Date of Board Resolution	July 23, 2026 (Today)
Date of Agreement Execution(Planned)	July 23, 2026 (Today)

5. **Future Outlook**

This matter has already been incorporated into the Company's consolidated financial forecast for the fiscal year ending December 31, 2026. Should any events arise that materially impact the Company's financial performance, the Company will promptly disclose such information.

6. **Message from the Representative Directors**

Innovacell Inc.

Colin Novick, Representative Director Co-CEO

Jason Sieger, Representative Director Co-CEO

The development of ICEF15, the Company's lead product, has entered its final stage, and we are now at a critical juncture where we should commence building the infrastructure necessary to deliver ICEF15-based treatment to patients. EVERSANA, as a global company specializing in the commercialization of pharmaceuticals and regenerative medicine products, possesses industry-leading expertise and a strong track record. The Company has highly evaluated such expertise, as well as the strong strategic alignment with EVERSANA, and has selected EVERSANA as the optimal partner for the commercialization of ICEF15 in the U.S. market. Under the Agreement, by leveraging EVERSANA's global commercialization platform and broad expertise, we believe that a rapid and efficient expansion of ICEF15 in the U.S. market can be achieved. EVERSANA provides integrated solutions ranging from strategic planning to market entry, sales and distribution, and patient access support, and we expect that it will be a highly capable partner in maximizing the value of ICEF15. Furthermore, this Agreement goes beyond a simple service arrangement and constitutes the foundation of a strategic partnership aimed at sustainable growth, in which both parties' strategic objectives and economic incentives are aligned through mechanisms such as partial deferral of service fees, enabling the sharing of risks and returns. As a partner with whom we share a common vision, the Company will continue to explore further opportunities to expand this collaboration. We look forward to the future progress together.

EVERSANA Life Science Services, LLC
Gregory Skalicky, President

Cell and gene therapies represent one of the most transformative advancements in medicine, but they also require a fundamentally different commercialization approach. Innovacell has built an impressive pipeline grounded in cutting-edge science designed to improve patients' lives. We share this purpose and look forward to working with their team to accelerate worldwide access to new patient treatments through our commercialization platform.

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