

July 2, 2024



Actelis Announces Closing of Exercise of Warrants for \$2.25 Million Gross Proceeds

FREMONT, Calif., July 02, 2024 (GLOBE NEWSWIRE) -- Actelis Networks, Inc. (NASDAQ:ASNS) ("Actelis" or the "Company"), a market leader in cyber-hardened, rapid deployment networking solutions for IoT applications, today announced the closing of its previously announced exercise of certain outstanding Series A-2 warrants to purchase up to an aggregate of 999,670 shares of common stock of the Company originally issued in June 2024 having an exercise price of \$2.00 per share. The shares of common stock issued upon exercise of the warrants are registered pursuant to an effective registration statement on Form S-1 (No. 333-280434). The gross proceeds to the Company from the exercise of the warrants were approximately \$2.25 million, prior to deducting placement agent fees and estimated offering expenses.

H.C. Wainwright & Co. acted as the exclusive placement agent for the offering.

In consideration for the immediate exercise of the warrants for cash and the payment of additional \$0.125 per new unregistered warrant (additional \$249,917.50 in the aggregate, which are included in the gross proceeds to the Company), the Company issued new unregistered warrants to purchase up to 1,999,340 shares of common stock. The new warrants have an exercise price of \$1.75 per share and are immediately exercisable upon issuance and will have a term of twenty-four months from the issuance date.

The Company intends to use the net proceeds from the offering as working capital for general corporate purposes.

The new warrants described above were offered in a private placement pursuant to an applicable exemption from the registration requirements of the Securities Act of 1933, as amended (the "1933 Act") and, along with the shares of common stock issuable upon their exercise, have not been registered under the 1933 Act, and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission ("SEC") or an applicable exemption from such registration requirements. The Company has agreed to file a registration statement with the SEC covering the resale of the shares of common stock issuable upon exercise of the new warrants.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or 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 jurisdiction.

About Actelis Networks, Inc.

Actelis Networks, Inc. (NASDAQ: ASNS) is a market leader in cyber-hardened, rapid-deployment networking solutions for wide-area IoT applications including federal, state and

local government, ITS, military, utility, rail, telecom and campus applications. Actelis' unique portfolio of hybrid fiber, environmentally hardened aggregation switches, high density Ethernet devices, advanced management software and cyber-protection capabilities, unlocks the hidden value of essential networks, delivering safer connectivity for rapid, cost-effective deployment. For more information, please visit www.actelis.com.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are identified by the use of the words "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions that are intended to identify forward-looking statements, and include statements regarding the use of proceeds therefrom. All forward-looking statements speak only as of the date of this press release. You should not place undue reliance on these forward-looking statements. Although we believe that our plans, objectives, expectations and intentions reflected in or suggested by the forward-looking statements are reasonable, we can give no assurance that these plans, objectives, expectations or intentions will be achieved. Forward-looking statements involve significant risks and uncertainties (some of which are beyond our control), including, but not limited to, market and other conditions, and assumptions that could cause actual results to differ materially from historical experience and present expectations or projections. Actual results could differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Forward-looking statements also are affected by the risk factors described in the Company's filings with the U.S. Securities and Exchange Commission. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

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