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## **100 Group AB announces closing of updated Tranches 6 and 7 by resolving on a directed share issue and a directed issue of convertible debentures, raising approximately SEK 516 million in total**

The Board of Directors of H100 Group AB ("H100 Group" or the "Company") has renegotiated the terms of Tranches 6-8 and resolved on a directed share issue of up to 27,166,131 new shares in the Company at a subscription price per share of SEK 6.38 (the "Directed Share Issue"), representing Tranche 6, and a directed issue of convertible debentures of up to approximately SEK 342.3 million at a subscription price corresponding to the nominal value and a conversion price of SEK 8.48 per share (the "Directed Convertible Issue"), representing Tranche 7, thereby raising approximately SEK 516 million in total before transaction-related costs, which will be used to pursue investment opportunities within the framework of the Company's Bitcoin Treasury Strategy.

### **Background and reasons**

H100 Group is a health technology company operating in the health and longevity industry. The Company's business idea is to support providers of health and lifestyle services through AI-powered automation, digital growth tools, and integrated platform solutions, with the goal of helping people live healthy lives to 100 and beyond.

Through the Directed Share Issue and the Directed Convertible Issue, the Company raises approximately SEK 516 million in total before transaction-related costs, which will be used to pursue investment opportunities within the framework of the Company's Bitcoin Treasury Strategy, as announced by the Company on 30 June 2025. The Company may also accept payment directly in the form of Bitcoins. The primary objective of the Bitcoin Treasury Strategy is to preserve capital, enhance balance sheet strength, and ensure long-term access to capital.

For more information about the Company's Bitcoin Treasury Strategy, please refer to the press release published on 30 June 2025.

### **Terms of Tranches 6-8**

The Company has renegotiated the terms of the Tranches 6-8, initially announced by the Company on 16 June 2025. Following the renegotiation, it has been agreed that Tranche 6 shall be executed by way of the Directed Share Issue and that Tranche 7 shall be executed by way of the Directed Convertible Issue.

Furthermore, it has been agreed that the investors in Tranches 6 and 7, being Adam Back, directly and indirectly through Peak Hodl Ltd, Benjamin Calvin Brodhead, Dr. Ingo Christian Fiedler, Florence Aleida Aspinall, Michael Gumprecht, TOBAM Bitcoin Enhanced Fund, TOBAM Bitcoin Treasury Opportunities Fund, Robbie van den Oetelaar, Richard Byworth, Space 29 Limited, Bob Jansen, Hung Quoc Nguyen, Holli Myers, JEMS Properties Limited, DEXTRIX LLC, Peter Ralph Olson, Steven James Mudder, Montye Smith Knox and FULGUR FRONTIER CAPITAL LP (the "**Investors**"), shall have a right to participate in Tranche 8, which shall be executed by way of an issue of convertible debentures, at an amount equal to their investment in Tranche 7 as well as to assign its right to another party. The Board of Directors of Company shall have an obligation to execute Tranche 8 within two (2) weeks of such a request by a majority of the Investors, however subject to the approval from a general meeting of the Company where necessary.

The final size of Tranche 8 will be determined at the sole discretion of the Company's Board of Directors, based on what is deemed to be in the best interests of the Company and prevailing market conditions, however, at a minimum the accumulated sum of the rights exercised by the Investors or their assignees. The Company may thus let additional investors participate in Tranche 8, provided however that no investor is offered more favorable terms than those granted to the Investors. Otherwise, the terms and conditions of Tranche 8 shall in all material respects be equal to those of Tranche 7.

The conversion price for Tranche 8 shall be SEK 11.27, reflecting a 33 percent premium to the conversion price of the preceding tranche.

### **The Directed Share Issue**

The Board of Directors of the Company has today, by virtue of the authorization granted by the Extraordinary General Meeting held on 7 March 2025, resolved on the Directed Share Issue, representing Tranche 6, thereby raising approximately SEK 173.3 million before transaction-related costs.

The subscription price per share of SEK 6.38 in the Directed Share Issue was initially agreed upon in the investment agreement with Adam Back on 16 June 2025 through arm's length negotiations, and taking into account the Company's financing needs, the alternative cost of other financing and the assessed market interest for an investment in the Company. The subscription price represents a 33 percent premium to the closing price of the Company's share on Nordic

SME on 13 June 2025, the trading day immediately preceding 16 June 2025. Following the renegotiation of Tranches 6-8, the subscription price has been set through arm's length negotiations between the Company and the Investors. It is the Board of Directors' judgement, based on the above factors, and taking into account that the ability to raise capital, buy Bitcoin and increase Bitcoin per share is one of the core value-creating metrics of a company with a Bitcoin Treasury Strategy as well as the high competition in the sector for attracting long-term and knowledgeable investors, that the subscription price reflects current market conditions and current demand. Against this background, the Board of Directors considers the subscription price to be on market terms.

The reason why certain existing shareholders are among the Investors is that the shareholders in question have expressed and shown interest in long-term ownership in the Company, which the Board of Directors believes creates security, stability and favorable conditions for the Company's growth and is thus considered to be beneficial to both the Company and all its shareholders.

### **The Directed Convertible Issue**

The Board of Directors of the Company has today, by virtue of the authorization granted by the Extraordinary General Meeting held on 7 March 2025, resolved on the Directed Convertible Issue, representing Tranche 7, thereby raising approximately SEK 342.3 million before transaction-related costs.

The subscription price in the Directed Convertible Issue corresponds to the nominal value. The conversion price of SEK 8.48 per share in the Directed Convertible Issue was initially agreed upon in the investment agreement with Adam Back on 16 June 2025 through arm's length negotiations, and taking into account the Company's financing needs, the alternative cost of other financing and the assessed market interest for an investment in the Company. The conversion price represents a 33 percent premium to the subscription price in the preceding Tranche. Following the renegotiation of Tranches 6-8, the conversion price has been set through arm's length negotiations between the Company and the Investors. It is the Board of Directors' judgement, based on the above factors, and taking into account that the ability to raise capital, buy Bitcoin and increase Bitcoin per share is one of the core value-creating metrics of a company with a Bitcoin Treasury Strategy as well as the high competition in the sector for attracting long-term and knowledgeable investors, that the conversion price reflects current market conditions and current demand. Against this background, the Board of Directors considers the conversion price to be on market terms.

The convertible debentures in the Directed Convertible Issue shall run without interest and are due for repayment on 9 July 2030, to the extent that conversion has not previously taken place. Holders of the convertible debentures are entitled to request conversion of all or part of the convertible debentures, but not less than SEK 2,500,000 unless conversion is made of the remainder of the convertible debentures, from and including registration with the Swedish Companies Registration Office up to and including 9 July 2030. If the volume-weighted average price of the Company's share has been more than 33 percent above the conversion price for an accumulated number of 20 individual trading days, the Company may demand conversion of any or all outstanding amount of the convertible debentures.

The reason why certain existing shareholders are among the Investors is that the shareholders in question have expressed and shown interest in long-term ownership in the Company, which the Board of Directors believes creates security, stability and favorable conditions for the Company's growth and is thus considered to be beneficial to both the Company and all shareholders.

### **Deviation from the shareholders' preferential rights**

The reason for the deviation from the shareholders' preferential rights is that the Board of Directors carefully has considered the possibility of raising capital through a rights issue but concluded that a deviation from the shareholders' preferential rights serves the best interests of the Company and its shareholders, mainly as (i) a rights issue would take longer time to implement which, especially under current markets conditions, would entail an exposure to potential market volatility; (ii) the Directed Share Issue and the Directed Convertible Issue can be carried out at a significantly lower cost and complexity than a rights issue; (iii) the speed of the process enables the Company to pursue investment opportunities within the framework of its Bitcoin Treasury Strategy, while at the same time maintaining a flexible and balanced capital structure; (iv) the high competition in the sector for attracting long-term and knowledgeable investors in Bitcoin Treasury companies requires the Company to act swiftly and flexibly in the capital markets, which a directed issue facilitates more effectively than a rights issue; and (v) the Directed Share Issue and the Directed Convertible Issue diversifies and strengthens the Company's shareholder base with strategically important investors, thereby broadening the base of financially strong shareholders and strengthening the liquidity of the Company's share.

Furthermore, a rights issue would likely have required significant underwriting commitments from an underwriting syndicate, which would have entailed additional costs and/or further dilution depending on the type of consideration paid for such underwriting. A rights issue would likely also have needed to be realized at a lower subscription price given the discount levels of rights issues recently realized in the market. The terms of the Directed Share Issue and the Directed Convertible Issue have been set through arm's length negotiations between the Company and independent third parties.

With the above considered, the Board of Directors has made the assessment that the reasons to carry out the Directed Share Issue and the Directed Convertible Issue outweigh the reasons that justify the main rule of issuing shares with preferential rights for existing shareholders and that the Directed Share Issue and the Directed Convertible Issue are the most favorable alternatives for the Company to carry out the capital raising.

### **Share capital, shares and dilution**

As a result of the Directed Share Issue, the number of shares in the Company will increase by up to 27,166,131 and the Company's share capital will increase by up to SEK 2,716,613.10, corresponding to a dilution of the number of shares and votes in the Company of approximately 10.1 percent based on the current share capital and number of shares in the Company, also taking into account shares that have been issued but not yet registered with the Swedish Companies Registration Office.



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As a result of the Directed Convertible Issue, the number of shares in the Company may increase by up to 40,370,272 and the Company's share capital may increase by up to SEK 4,037,027.20 assuming full conversion, corresponding to a dilution of the number of shares and votes in the Company of approximately 14.3 percent based on the current share capital and number of shares in the Company, also taking into account shares that have been issued but not yet registered with the Swedish Companies Registration Office.

### **Contact**

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### **About H100 Group**

H100 Group AB is a health technology company operating in the health and longevity industry. The company's business idea is to support providers of health and lifestyle services through AI-powered automation, digital growth tools, and integrated platform solutions, with the goal of helping people live healthy lives to 100 and beyond.

H100 follows a clear growth strategy focused on building a seamless ecosystem where AI integration enhances efficiency and expands service offerings. Growth is further accelerated through strategic acquisitions of key players within its ecosystem, aiming to consolidate and scale the business.

The company is listed on NGM Nordic SME. For more information, visit [www.h100.group](http://www.h100.group).

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This press release is not a prospectus as set forth in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and has not been approved by any regulatory authority in any jurisdiction. The Company has not approved any securities offering to the public in any member state of the EES and no prospectus has been published or will be published in connection with the Directed Share Issue or the Directed Convertible Issue. In each member state of the EES, this message is only directed towards “qualified investors” in that member state in accordance with the definition in the Prospectus Regulation.

In the United Kingdom, this document and any other materials in relation to the securities described herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, “qualified investors” (according to the definition in article 86(7) of the British Financial Services and Markets Act 2000) who are (i) persons having professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the British Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”); or (ii) high net worth entities falling within Article 49(2)(a)-(d) of the Order (all such persons together being referred to as “relevant persons”). In the United Kingdom, any investment or investment activity to which this communication relates is available only to, and will be engaged in only with, relevant persons. Persons who are not relevant persons should not take any action on the basis of this press release and should not act or rely on it.

This press release does not identify, or purport to identify, the risks (direct or indirect) that may be associated with an investment in the Company's shares. Any investment decision to acquire or subscribe for new shares in the Directed Share Issue or the Directed Convertible Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. This press release does not constitute a recommendation for any investors' decisions regarding the Directed Share Issue or the Directed Convertible Issue. Each investor or potential investor should conduct an examination on their own, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Failure to follow these instructions may result in a breach of the Securities Act or applicable laws in other jurisdictions.

## **Forward-looking statements**

This press release contains forward-looking statements that reflect the Company's intentions, assessments, or expectations about the Company's future results, financial position, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and may be identified by the inclusion of words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that they will materialize or prove to be correct. Because these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of the date of this press release and are subject to change. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless this is required under law or Nordic Growth Market NGM AB's Rules for companies whose shares are listed on Nordic SME.

## **Contact**

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## **About H100 Group**

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