

# EPTI resolves on two directed share issues for the payment of an additional purchase price and convenes an Extraordinary General Meeting to approve one of the resolutions

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The Board of Directors of EPTI AB ("EPTI" or the "Company") has today resolved to carry out two directed share issues as payment of the additional purchase price for Talnox Group AB, one of which are conditional on subsequent approval by an Extraordinary General Meeting. In total, the Board has decided to issue 1,993,062 shares.

## **Directed offset issue to certain of the sellers Talnox Group AB**

As disclosed through press release on the 13 December 2022, the Company's wholly owned subsidiary, EPTI Invest AB (formerly EPTI AB), entered into an agreement on 26 August 2021 to acquire 100 per cent. of the shares in the company Talnox Group AB (the "Talnox Agreement"). The additional purchase price under the Talnox Agreement amounts to a total value of SEK 30 million and includes a combination of approximately SEK 4.8 million in cash and newly issued shares in EPTI Invest AB with a value equivalent to SEK 25.2 million. The Company has previously agreed with the sellers of Talnox Group AB and EPTI Invest AB to take over part of the claim that the sellers of Talnox Group AB have against EPTI Invest AB in respect of the additional purchase price.

The Board of Directors of EPTI has therefore, relying on an authorisation from the annual general meeting 2022, resolved on a directed share issue to one of the sellers of Talnox Group AB, Lendau Capital AB, of a maximum of 800,317 shares, entailing an increase in the share capital of a maximum of SEK 200,079.25.

In addition, the Board of Directors of EPTI has, subject to the subsequent approval of the Extraordinary General Meeting, resolved on a directed share issue to two additional sellers of Talnox Group AB, Anders Larsson and Håkan Olofsson, of a maximum of 1,192,745 shares, entailing an increase in the share capital of a maximum of SEK 298,186.25.

The subscription price for both issues has been fixed in the Talnox Agreement and amounts, after conversion into shares in the Company, to SEK 7.07 per share. This corresponds to a premium of approximately 414.18 percent compared to the closing price of the Company's share on Nasdaq First North Growth Market on 1 February 2023. In light of this, the Board of Directors considers that the marketability of the subscription price has been ensured. Payment shall be made by set-off upon subscription.

The reason for the deviation from the shareholders' pre-emptive rights in directed issues is to fulfil the conditions set out in the Talnox Agreement. The Board considers that it is to the benefit of all shareholders and the Company that the Company complies with its obligations under the Talnox Agreement. Through the directed issues resolved today, and subject to the approval of the Extraordinary General Meeting on the directed issue to Anders Larsson and Håkan Olofsson, the additional purchase price to all the sellers under the Talnox Agreement has been settled.

### **Extraordinary General Meeting**

Notice of the Extraordinary General Meeting, for the approval of the directed issue with payment through set-off to Anders Larsson and Håkan Olofsson, will be announced by separate press release.

### **Dilution**

Through the Board's decision, and subject to the subsequent approval of the Extraordinary General Meeting of the Board's resolution on a directed issue to Anders Larsson and Håkan Olofsson the number of shares in the Company will be increased by 1,993,062 and the share capital will be increased by SEK 498,265,50. The dilution for existing shareholders is estimated to be approximately 1.77 percent.

### **For further information, please contact:**

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### **About EPTI**

EPTI invests capital and operational support for companies, entrepreneurs and founders to build market-leading innovative companies under the motto "We Empower Innovation". As a tech company builder, this is done by adding state-of-the-art technology, sales and marketing, design, HR, admin and recruitment in addition to capital. EPTI also starts companies and joint ventures with driven co-founders and companies. The companies in EPTI's portfolio are in the segments

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Gaming, Fintech, Marketplace, SaaS and Services. Since the start in 2017, a portfolio of more than 20 companies has been built up. The core business includes approximately 200 employees in eight countries around Europe. EPTI is more than an investment company, it is partly an investment company and partly a service company. A venture builder for founders, by founders.

For more information, see EPTI's website [www.epti.com](http://www.epti.com)

The Company's Certified Adviser is Eminova Fondkommission AB | +46 (0)8-684 211 00 | [info@eminova.se](mailto:info@eminova.se)

### **Attachments**

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