



## WPTG announces a public takeover offer to the shareholders of Aixia Group AB (publ)

White Pearl Technology Group AB (publ) ("WPTG" or the "Offeror") hereby announces a public takeover offer to the shareholders of Aixia Group AB (publ) ("Aixia" or the "Company") to tender all shares in Aixia to WPTG (the "Offer"). The total value of the Offer amounts to approximately SEK 168 million. The consideration in the Offer consists of a share component of 5.33 newly issued shares in WPTG and a cash component of SEK 10.00 per one (1) share in Aixia. The Offer represents a premium of approximately 31.5 per cent compared to the closing price of the Aixia share on Spotlight Stock Market on 29 May 2026. The shares of Aixia are admitted to trading on Spotlight Stock Market. Aixia has issued a total of 1,576,000 shares, comprising 100,000 Class A shares and 1,476,000 Class B shares. Shareholders representing approximately 56.0 per cent of the total number of shares and approximately 70.5 per cent of the total number of votes in Aixia have irrevocably undertaken to accept the Offer. The Offer is made on the same terms and for the same consideration for both Class A shares and Class B shares in Aixia. The Offer is not conditional upon the Offeror achieving an acceptance level of 90 per cent or more of the shares and votes in Aixia.

### The Offer in brief

- The shareholders of Aixia are offered 5.33 newly issued shares in WPTG in combination with SEK 10.00 per share in Aixia (the "Exchange Ratio").
- Based on the volume-weighted average price of SEK 18.11 per WPTG share on Nasdaq First North Growth Market during the 15 trading days immediately preceding the announcement of the Offer, the Offer corresponds to an implied offer value of SEK 106.53 per share in Aixia (the "Offer Price").
- The Offer Price represents a premium of approximately 31.5 per cent in relation to the closing price of the Aixia share on 29 May 2026, which was the last trading day prior to the announcement of the Offer.
- The total value of the Offer, based on all 1,576,000 shares in Aixia (comprising 100,000 Class A shares and 1,476,000 Class B shares), amounts to approximately SEK 168 million.
- Prior to the announcement of the Offer, WPTG did not hold any shares or votes in Aixia.
- Shareholders in Aixia representing approximately 56.0 per cent of the shares and approximately 70.5 per cent of the votes in the Company have irrevocably undertaken to accept the Offer.



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- The Offer is subject to the conditions set out below in this press release.
- The acceptance period for the Offer is expected to commence on or about 13 July 2026 and expire on or about 10 August 2026. The Offeror reserves the right to extend the acceptance period, on one or more occasions, and to postpone the date for settlement of the consideration.

### **Background and reasons for the Offer**

WPTG considers the combination with Aixia to be strategically compelling. The transaction would provide immediate access to Aixia's scalable AI and IT infrastructure platform with strong exposure to high-growth sectors such as AI compute and cloud solutions. In addition, Aixia's listed structure, technical expertise and customer base are expected to create significant strategic and commercial synergies. Aixia's expertise in IT infrastructure, AI platforms and managed services is highly complementary to WPTG's operations, and WPTG sees considerable potential for accelerated growth, enhanced customer offerings and operational efficiencies. The combination of the two businesses is expected to strengthen the combined group's market position and create significant long-term value for the shareholders of both companies. WPTG is confident that the Offer represents a compelling opportunity for Aixia's shareholders to participate in the long-term value creation of a stronger combined group with significant growth potential.

### **The Offer**

The Offeror offers the shareholders of Aixia 5.33 newly issued shares in WPTG together with SEK 10.00 in cash for each one (1) share in Aixia. Based on the volume-weighted average price of SEK 18.11 per WPTG share on Nasdaq First North Growth Market during the 15 trading days immediately preceding the announcement of the Offer, this corresponds to an implied value of SEK 106.53 per share in Aixia.

The subscription price for the newly issued WPTG shares is based on the volume-weighted average price (VWAP) of the WPTG share on Nasdaq First North Growth Market during the 15 trading days immediately preceding the announcement of the Offer, corresponding to SEK 18.11 per WPTG share. Fractional shares in WPTG will not be issued. Any fractional entitlements will be aggregated and sold in the market, with the net proceeds distributed pro rata to the relevant shareholders.

If Aixia, prior to settlement of the consideration in the Offer, pays a dividend or carries out any other value transfer to shareholders, the Offer Price will be adjusted accordingly.

The total value of the Offer, based on all 1,576,000 shares in Aixia, amounts to approximately SEK 168 million.



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The Offer Price represents a premium of:

- approximately 31.5 per cent in relation to the closing price of 81 SEK for the Aixia share on Spotlight Stock Market on 29 May 2026, which was the last trading day prior to the announcement of the Offer;
- approximately 58.5 per cent in relation to the volume-weighted average price of SEK 67.23 for the Aixia share on Spotlight Stock Market during the 30 trading days preceding the announcement of the Offer; and
- approximately 54.1 per cent in relation to the volume-weighted average price of SEK 69.12 for the Aixia share on Spotlight Stock Market during the 90 trading days preceding the announcement of the Offer.

#### **WPTG's shareholding in Aixia**

Prior to the Offer, WPTG does not hold any shares or votes in Aixia.

In addition to the above, neither WPTG nor any of its affiliated companies or other related parties hold any shares or other financial instruments in Aixia that provide financial exposure to the shares of Aixia at the time of the announcement of this press release.

Neither WPTG nor any of its related parties have during the six months preceding the announcement of the Offer acquired or entered into agreements to acquire any shares in Aixia at a price exceeding the Offer Price.

#### **Statement by the independent bid committee of Aixia**

**In accordance with the Swedish Stock Market Self-Regulation Committee's Takeover rules for certain trading platforms (the "Takeover Rules"), the independent bid committee of Aixia shall publish its opinion regarding the Offer no later than two weeks before the expiry of the acceptance period. For further information about the committee, please see below under "Conflict of interests".**

#### **Undertakings from shareholders of Aixia**

WPTG has received irrevocable undertakings to accept the Offer from the following shareholders of Aixia (the "Undertakings"):

- Christian Gustavsson, with a total holding of 38,700 Class A shares and 390,461 Class B shares, corresponding to approximately 27.23 per cent of the shares and approximately 31.40 per cent of the votes in Aixia.
- Leif Nord, with a total holding of 20,000 Class A shares and 180,000 Class B shares, corresponding to approximately 12.69 per cent of the shares and approximately 15.35 per cent of the votes in Aixia.



- Mattias Bergkvist, with a total holding of 37,000 Class A shares and 90,842 Class B shares, corresponding to approximately 8.11 per cent of the shares and approximately 18.61 per cent of the votes in Aixia.
- Morgan Fjellberg, with a total holding of 126,000 Class B shares, corresponding to approximately 7.99 per cent of the shares and approximately 5.09 per cent of the votes in Aixia.

In aggregate, 883,003 shares in Aixia are covered by the Undertakings, corresponding to approximately 56.0 per cent of the shares and approximately 70.5 per cent of the votes in Aixia.

The Undertakings are valid and binding regardless of whether a higher competing takeover offer for the shares in Aixia is announced.

The Undertakings will cease to apply if the Offer is not declared unconditional at the latest on 30 September 2026, or if the Offer is withdrawn or lapses.

#### **Conditions for completion of the Offer**

Completion of the Offer is conditional upon:

- i. all governmental and regulatory approvals, permits, decisions or similar required for the Offer and the acquisition of Aixia, including from competition authorities and authorities for foreign direct investments (FDI), having been obtained, in each case on terms acceptable to WPTG;
  - i. no circumstances having occurred that materially adversely affect, or could reasonably be expected to materially adversely affect, Aixia's financial position or business, including Aixia's sales, results, liquidity, solvency, equity or assets, and that Aixia is not subject to bankruptcy, company reorganisation, liquidation or similar proceedings;
  - ii. neither the Offer nor the acquisition of Aixia being rendered wholly or partially impossible or materially impeded as a result of legislation or other regulation, court rulings or governmental decisions, or any similar circumstance that prevails or could reasonably be expected to prevail, and which WPTG could not reasonably have foreseen at the time of the announcement of the Offer;
- ii. Aixia not taking any action that is intended to impair the conditions for the making or completion of the Offer;
- iii. no information published by Aixia being materially inaccurate, incomplete or misleading, and Aixia having published all information that should have been published by Aixia; and



iv. no other party announcing an offer to acquire shares in Aixia on terms that are more favourable for the shareholders of Aixia than the terms of the Offer.

WPTG reserves the right to withdraw the Offer in the event that it becomes clear that any of the above conditions has not been fulfilled or cannot be fulfilled, provided that the non-fulfilment of such condition is of material significance for the Offeror's acquisition of Aixia or is otherwise approved by the Swedish Securities Council.

WPTG reserves the right to waive, in whole or in part, one, several or all of the above conditions.

#### **Information about WPTG**

WPTG is a Swedish public limited company (publ) with its registered office in Sweden. WPTG's shares are admitted to trading on Nasdaq First North Growth Market. Further information about WPTG, its operations, ownership structure and financial information is available at [www.whitepearltech.com](http://www.whitepearltech.com).

#### **Financing of the Offer**

The consideration in the Offer consists of newly issued shares in WPTG and cash. The board of directors of WPTG has the requisite authorisation to issue the number of WPTG shares required to satisfy the share component of the Offer in full. The cash consideration of SEK 10 per share in Aixia is financed in its entirety through WPTG's existing resources. The Offer is not subject to any financing condition.

#### **Conflict of interests**

**Aixia's chair of the board, Leif Nord, the CEO and board member, Mattias Bergkvist, and the board member, Christian Gustavsson, have been assessed to have conflicts of interest. Mattias Bergkvist and Christian Gustavsson have accepted to join WPTG's group management subject to completion of the Offer, and Leif Nord has undertaken to sign an irrevocable undertaking in respect of his shareholding. Accordingly, and in accordance with the Takeover Rules, they will not participate in the handling of, or decisions on, matters related to the Offer. The board of Aixia has therefore mandated the independent board members, Ellen Reinhardt and Johan Ljungqvist, to form an independent bid committee to handle all matters relating to the Offer.**

These circumstances also mean that Section IV of the Takeover Rules applies to the Offer, which entails that the acceptance period must be at least four weeks and that Aixia must obtain and publish a valuation statement (a "fairness opinion") from independent experts regarding the financial fairness of the Offer to Aixia's shareholders.

#### **Indicative timetable**

- Announcement of the Offer: 1 June 2026
- Publication of prospectus/offer document: on or about 13 July 2026
- Acceptance period: on or about 13 July 2026 – 10 August 2026



- Settlement of consideration: on or about 26 August 2026

Any decision to accept the Offer should be based on the information contained in the offer document, which may contain material information not set out in this press release.

#### **Due diligence in connection with the Offer**

WPTG has conducted a limited confirmatory due diligence review of Aixia based on information made available by the Company. WPTG's assessment is that it is not in possession of any inside information regarding Aixia as a result of such review.

#### **Compulsory acquisition proceedings and delisting**

If WPTG, in connection with the Offer or otherwise, acquires shares representing more than 90 per cent of the total number of shares in Aixia, WPTG intends to initiate compulsory acquisition proceedings in accordance with the Swedish Companies Act (2005:551) in order to acquire all remaining shares in Aixia.

In connection with the above, the Offeror intends to promote the delisting of the shares in Aixia from Spotlight Stock Market.

#### **Employees and organisation**

As at the date of this press release, no decisions have been made regarding any material changes that may affect Aixia's employees or management, or its current organisation and operations, including terms and conditions of employment, staffing levels and the locations from which the Company conducts its business, save that Mattias Bergkvist and Christian Gustavsson will be offered to join WPTG's group management. WPTG recognises the value of Aixia's employees and their expertise and intends to work constructively with the Company's management to maximise the potential of the combined group.

#### **Applicable law and disputes**

Swedish law is applicable to the Offer and the agreements entered into between WPTG and the shareholders of Aixia in connection with the Offer. Disputes arising out of, or in connection with, the Offer shall be resolved exclusively by Swedish courts, with the Stockholm District Court as the court of first instance.

The Takeover Rules and the rulings of the Swedish Securities Council regarding the interpretation and application of the Takeover Rules apply to the Offer.

No rulings or statements have been made by the Swedish Securities Council (Sw. Aktiemarknadsnämnden) regarding the Offer as at the date of this press release.

#### **Advisors**

WPTG has engaged Eversheds Sutherland Advokatbyrå AB as legal advisor in connection with the Offer. Aqurat Fondkommission AB is acting as issuer agent in connection with the Offer.



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## **The board of directors**

## **Information about the Offer**

Information about the Offer is available at: [www.whitepearltech.com](http://www.whitepearltech.com).

For questions regarding the Offer, please contact: Oscar Carling, White Pearl Technology Group AB (publ)

E-mail: [Oscar.carling@whitepearltech.com](mailto:Oscar.carling@whitepearltech.com)

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## **Important information**

This press release has been published in Swedish and English. In the event of any discrepancy between the language versions, the Swedish version shall prevail.

This press release does not constitute an offer, whether directly or indirectly, in Australia, Belarus, Hong Kong, Japan, New Zealand, Russia, South Africa and the United States of America, or in any other jurisdiction where such an offer would be prohibited under applicable laws or regulations (the "Restricted Jurisdictions").

The announcement, publication or distribution of this press release in or to jurisdictions other than Sweden may be restricted by law and therefore persons subject to the laws of jurisdictions other than Sweden shall inform themselves of, and comply with, all applicable requirements. In particular, the ability to accept the Offer for persons who are not resident in Sweden may be affected by the laws of the relevant jurisdiction in which they are located.

This press release has been prepared in order to comply with Swedish law, the Takeover Rules and the rulings of the Swedish Securities Council regarding the interpretation and application of the Takeover Rules and the information disclosed may not be the same as that which would have been disclosed had this press release been prepared in accordance with the laws of jurisdictions other than Sweden.

## **Forward-looking statements**

Statements in this press release that relate to future conditions or circumstances, including information about future results, growth and other development projections and underlying assumptions, constitute forward-looking information. Forward-looking information is, by its nature, subject to risks and uncertainties as it relates to conditions and is dependent on circumstances that occur in the future. Due to several factors, which are largely beyond the control of WPTG, there can be no guarantee that future conditions will not materially differ from what has been expressed or implied in the forward-looking information. All such forward-looking information applies only as of the date on which it is published and WPTG expressly disclaims any obligation to publish updates of such information, except in accordance with the Takeover Rules or applicable laws and regulations.



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**For more information, please contact:**

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[info@whitepearltech.com](mailto:info@whitepearltech.com)

**The company's Certified Adviser is Amudova AB, email: [info@amudova.se](mailto:info@amudova.se).**

**About White Pearl Technology Group:**

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White Pearl Technology Group AB (WPTG) is a Swedish global technology company specialising in digital transformation solutions. With a presence in over 20 countries and a team of 950 experts, WPTG helps organisations navigate the complexities of the digital age, offering services ranging from ICT and system integration to business software and digital innovation. The company is listed on Nasdaq First North (WPTGB) in Stockholm, Sweden and on OTCQX (WPTGF) in the U.S.

*This information is information that White Pearl Technology Group is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 2026-06-01 07:00 CEST.*

**Attachments**

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