

#### **PRESS RELEASE**

07 December 2025 18:44:00 CET

# ORTELIUS STRENGTHENS THE BALANCE SHEET BY OFFSETTING THE RECEIVABLE IN A NEW SHARE ISSUE

ORTELIUS International AB (publ) (Nasdag First North Growth Market: ORTIN) ("ORTELIUS" or "Company") has together with JEQ Capital AB ("JEQ"), agreed to offset its claim against newly issued shares in ORTELIUS, which significantly strengthens the Company's balance sheet and eliminates the debt risk. Accordingly, the Company will, based on the authorization granted by the Annual General Meeting on 5 June 2025, within the coming days formally resolve on a new share issue of 9,159,861. The newly issued 9,159,861 shares in the Company will be subscribed for by JEQ.

## **Background and Transaction**

ORTELIUS and JEQ have agreed to set off the entire loan balance, including capitalized interest. A total amount of SEK 9,801,052 will be set off against the subscription amount for 9,159,861 newly issued shares in ORTELIUS, which materially strengthens the Company' s balance sheet and removes the credit risk. The subscription price is SEK 1.07 per share, corresponding to market terms.

The subscription price has been determined based on an estimated market value of the Company, calculated through a 10-day volume-weighted average price of SEK 1,33 per share in connection with the conversion, adjusted for an agreed 20 percent discount.

#### **Rationale and Effects**

The proposed set-off is a strategic measure to reinforce ORTELIUS's financial position and reduce the Company's indebtedness without affecting liquidity. By converting debt into equity, the Company improves its equity ratio and overall balance sheet strength, thereby creating better conditions for long-term growth and continued expansion.

The Board of Directors assesses that the set-off is in the long-term interest of ORTELIUS and its shareholders, as it strengthens equity and enhances financial flexibility.

The reasons for deviating from the shareholders' pre-emptive rights are to enable the Company to reduce its indebtedness in an appropriate and efficient manner. The Board has considered the possibility of raising capital through a rights issue instead of the directed share issue, but has concluded that such an alternative would prevent the Company from settling the debt until the rights issue had been completed, if at all. The Company further



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assesses that, under the current volatile market conditions, a rights issue would entail significantly higher costs related to potential underwriting commitments required to secure the financing.

In light of the above, the Board's overall assessment is that, in this specific case, the reasons for carrying out the share issue with deviation from the shareholders' pre-emptive rights clearly and sufficiently outweigh the reasons underpinning the general principle that new share issues should be conducted with pre-emptive rights for shareholders. The share issue is therefore deemed to be in the best interests of the Company and all its shareholders.

### **Board Resolution**

In light of the agreement with JEQ, ORTELIUS's Board of Directors will, within the coming days, formally resolve on the share issue pursuant to the authorization from the Annual General Meeting held on 5 June 2025, in accordance with the terms set out above.

## For more information, please contact:

#### **ORTELIUS**

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#### **About ORTELIUS**

ORTELIUS International is a Swedish company at the forefront of AI- and data-driven business operations. Since the early 2000s, we have supported leading enterprises in establishing reliable data foundations, robust governance frameworks and advanced digital capabilities for effective decision-making and sustainable competitiveness.

Building on this expertise, ORTELIUS today enables organizations to realize the full potential of AI by ensuring data quality, governance and readiness are in place. With offices in Malmö and Gothenburg, we work with some of the world's largest companies to strengthen resilience, adaptability and long-term preparedness in an Al-driven era.

For more information: www.ortelius.com investors.ortelius.com

The share is listed on Nasdaq First North Growth Market (short name ORTIN). The company's Certified Adviser is Redeye AB.

This information is information that Ortelius International AB 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 2025-12-07 18:44 CET.

## **Attachments**

ORTELIUS strengthens the balance sheet by offsetting the receivable in a new share issue