

The Board of Directors of Divio Technologies AB resolves on a directed share issue and a rights issue of units consisting of shares to accelerate the Agency strategy and strengthen the balance sheet.

Divio Technologies AB (“Divio” or the “Company”) announces that the Board of Directors has today, based on the authorization granted by the Annual General Meeting on June 13, 2025, resolved to carry out a directed issue of 142,121,005 class B shares (the “Directed Share Issue”) and a rights issue of up to 84,963,655 class B shares in order to compensate existing shareholders for the dilution effect caused by the Directed Share Issue (the “Rights Issue”, and together with the Directed Share Issue, the “Transaction”). The Rights Issue and the Directed Share Issue are carried out as issues of units consisting solely of class B shares. Through the Directed Share Issue, the Company will receive approximately SEK 8.8 million, and through the Rights Issue, the Company will receive, upon full subscription, approximately SEK 5.3 million. In total, the Transaction may provide Divio with approximately SEK 14.1 million before transaction costs, assuming full subscription of the Rights Issue. The Directed Share Issue is covered to 100 percent by subscription commitments, and the Rights Issue is secured to approximately 42.34 percent, corresponding to approximately SEK 2.2 million, through subscription commitments entered into by members of the Company’s Board of Directors and management, as well as other existing shareholders. The Transaction is carried out with the purpose of accelerating the Company’s recently implemented Agency strategy through the recruitment of sales resources, as well as strengthening Divio’s balance sheet.

Comments from Divio’s CEO Jon Levin

“Our new Agency strategy has truly gained momentum, and we are seeing a clear inflow and increase in the number of projects (individual websites) on the platform — forming the foundation for the growth we expect from this strategy. These are typically smaller projects with short lead times, where agreements are signed directly within our platform. The process is highly automated, making the business both scalable and well diversified. At the same time, we are seeing a strong increase in sign-ups from agencies (web agencies) wanting to test our platform, which is a clear validation that our Agency strategy and offering resonate well in the market.

We are also seeing a growing share of larger projects in our sales pipeline coming in via agencies, so-called referrals. These typically have slightly longer lead times than agencies’ own projects, but are strategically very important as they drive both higher revenues and long-term growth.

As previously communicated, we currently operate with limited sales resources due to financial constraints. In connection with this capital raise, we are now hiring an Account & Partner Manager from the agency sector who has been on standby. At the same time, we are evaluating additional candidates step by step to build the sales team while maintaining strong cost discipline. It is critical that we do not spend capital we do not have, while working methodically toward achieving positive cash flow.

We also continue to grow together with our existing customers, where we see stable and recurring demand that further strengthens our business.

We are modernizing and future-proofing the platform through new technologies that improve the user experience and open up for significantly more customers. At the same time, we are making our pricing clearer and more scalable, strengthening our technical foundation for faster development, improving the customer journey, and implementing AI. This work is led by our new CTO, Ralf, who brings a strong commercial mindset from the agency side and extensive experience as a Divio customer.

Several external factors are playing in Divio's favor. Geopolitical tensions have increased awareness of Europe's dependence on U.S. tech companies and are driving demand for European hosting solutions. Here, Divio is well positioned with the flexibility to offer hosting in both Switzerland and the EU. At the same time, AI is making it easier to build websites, which in turn increases the need for stable, secure, and scalable infrastructure — particularly for mission-critical solutions. Overall, this strengthens our position both from a product and a sales perspective.

Finally, I would like to thank all existing shareholders, new investors, and employees who have helped secure this capital raise. Without your support, we would not have been able to execute the growth strategy that we will begin implementing tomorrow."

Background, rationale and use of proceeds

Divio Technologies AB has, during 2025, carried out an extensive efficiency program resulting in a more focused organization and a significantly more sustainable cost structure. The Company believes that achieving positive cash flow is now within reach, although a small gap remains to be closed.

As the Agency strategy has gained traction, Divio is seeing a clear inflow of new projects on the platform as well as increasing business from digital agencies. To fully capitalize on this momentum and accelerate growth, enhanced sales and marketing efforts are required. The primary purpose of the Transaction is therefore to enable a controlled expansion of the Company's sales resources, while maintaining strong cost discipline and financial control.

The Transaction will also strengthen the Company's balance sheet and improve its financial flexibility. Divio has an outstanding convertible loan, including accrued interest, of approximately SEK 4.6 million maturing on April 30, 2026. In connection with the Transaction, approximately SEK 1.1 million will be set off against shares in the Directed Share Issue, and the remaining approximately SEK 3.5 million will be repaid at maturity.

In light of the above, the Board of Directors of Divio has resolved to carry out the Transaction. The net proceeds are primarily intended to strengthen the Company's commercial capacity, enable the planned repayment, and further reinforce the balance sheet.

The Board considers that the Transaction creates favorable conditions for Divio to close the remaining gap to positive cash flow while scaling the business in line with the Company's Agency strategy and long-term growth ambitions.

Summary

- The Board of Directors has resolved on the Directed Share Issue of 28,424,201 units, where each (1) unit consists of five (5) new class B shares. Consequently, a total of 142,121,005 class B shares are issued in the Directed Share Issue, providing the Company with approximately SEK 8.8 million before transaction costs. Approximately SEK 1.1 million of the Directed Share Issue will be set off against the outstanding convertible loan, including accrued interest.
- The Directed Share Issue is directed to certain existing shareholders as well as a number of external investors.
- The Board of Directors has also resolved on the Rights Issue of up to 16,992,731 units, where each (1) unit consists of five (5) class B shares. Consequently, a maximum of 84,963,655 class B shares will be issued in the Rights Issue, providing the Company with approximately SEK 5.3 million before transaction costs. One (1) existing share, regardless of share class, entitles the shareholder to one (1) unit right in the Rights Issue. Twenty-two (22) unit rights entitle the holder to subscribe for one (1) unit. Each (1) unit consists of five (5) new class B shares.
- The Rights Issue is covered by subscription commitments from Board members, the CEO, and other shareholders amounting to approximately SEK 2.2 million, corresponding to approximately 42.34 percent of the Rights Issue. The subscription commitments are not secured by bank guarantees, pledges, or similar arrangements.
- The record date for participation in the Rights Issue is April 30, 2026, and the subscription period runs from May 5, 2026, up to and including May 19, 2026.
- The proceeds from the Directed Share Issue and the Rights Issue are intended to finance the Company's expected cash flow deficit until positive cash flow is achieved, strengthen the Company's commercial organization, and reinforce the Company's balance sheet.
- The subscription price in both the Directed Share Issue and the Rights Issue has been set at SEK 0.31 per unit, corresponding to SEK 0.062 per class B share.
- The Transaction is structured as a unit issue due to technical limitations related to handling decimals in the share pricing. Each unit therefore consists solely of class B shares.
- Terms and instructions for the Rights Issue will be available on the Company's website prior to the start of the subscription period.

The Directed Share Issue

Today, April 22, 2026, the Board of Directors of Divio, based on the authorization granted by the Annual General Meeting on June 13, 2025, has resolved on a Directed Share Issue of 28,424,201 units, corresponding to 142,121,005 class B shares. The subscription price in the Directed Share Issue amounts to SEK 0.31 per unit, corresponding to SEK 0.062 per share, and has been

determined through arm's length negotiations with the subscribers and based on an analysis of several market factors. Furthermore, the subscription price in the Directed Share Issue corresponds to the subscription price applied in the Rights Issue. The subscription price represents a discount of approximately 31 percent compared to the volume-weighted average price (VWAP) of the Company's share during the period from April 8, 2026, up to and including April 21, 2026.

Units in the Directed Share Issue have been subscribed for by a consortium consisting of a number of external professional investors as well as certain existing shareholders who have also entered into subscription commitments corresponding to their pro rata share of the Rights Issue. The external investors who have subscribed for units in the Directed Share Issue are Daniel Nilsson, Peter Rundlöf, Anders Haskel, Andreas Poike, Olle Olsson, John Haurum, Ylber Rexhepi, Impala Nordic AB, Maximilian Axelsson, Mikael Blihagen, Europé Offering, Avium Fund 1 ApS, Newick AB, Oscar Sandberg, and Christian Månsson. The existing shareholders who have subscribed for units in the Directed Share Issue are Alarik Förvaltning AB, Palmstierna Invest AB, Hans Brandt, Frans Wehtje, Marcus Franck, and Niklas Engman AB. The Board of Directors has chosen to include these existing shareholders among the eligible subscribers in the Directed Share Issue in light of their long-term commitment to Divio. In the Board's assessment, the engagement of these shareholders contributes to increased stability and creates favorable conditions for the Company's continued growth, which is considered beneficial to both the Company and its other shareholders.

All units issued within the framework of the Directed Share Issue have been subscribed for. The shares issued in connection with the Directed Share Issue will be registered with the Swedish Companies Registration Office after the record date for the Rights Issue and will therefore not entitle the holders to participate in the Rights Issue.

Through the Directed Share Issue, the Company will receive approximately SEK 8.8 million before deduction of transaction costs, of which approximately SEK 1.1 million relates to set-off against the outstanding convertible loan, including accrued interest.

Deviation from shareholders' preferential rights

The right to subscribe for units in the Directed Share Issue shall, with deviation from the shareholders' preferential rights, be granted to a number of external investors as well as certain existing shareholders.

Prior to resolving on the Directed Share Issue, the Board of Directors has carefully considered alternative financing options, including raising capital solely through a Rights Issue. However, after an overall assessment, and taking into account that the Directed Share Issue enables the Company to secure capital earlier and with greater predictability, the Board considers that the Directed Share Issue in combination with the Rights Issue constitutes a more advantageous alternative for both the Company and its shareholders than a standalone Rights Issue.

In light of current market volatility, the Board is of the opinion that a standalone Rights Issue would likely require additional underwriting commitments, which would be time-consuming and entail higher costs and/or further dilution depending on the compensation for such guarantees.

The Company is currently in an important phase and has a need for financing to ensure its long-term operations. It is therefore the Board's assessment that the Directed Share Issue represents an appropriate financing solution given the prevailing market conditions and the Company's capital requirements, and that it is in the interest of all shareholders to carry out the Directed Share Issue.

Furthermore, the Board notes that the Directed Share Issue strengthens the Company's shareholder base with new investors, which is considered to have commercial and strategic value for the Company. The participation of several existing shareholders - who have demonstrated long-term commitment to Divio - not only in the Rights Issue but also in the Directed Share Issue, is viewed as a strong vote of confidence in the Company and may strengthen the trust of both existing and new shareholders.

In the Board's assessment, the demonstrated commitment from both existing shareholders and external investors contributes to increased stability for the Company and creates favorable conditions for continued growth. The Board's overall conclusion is therefore that there are sufficient grounds to deviate from the main rule of shareholders' preferential rights, and that the Directed Share Issue, taken as a whole, contributes to creating value for the Company and all its shareholders.

The Rights Issue

The Board of Directors of Divio has also, based on the authorization granted by the Annual General Meeting on June 13, 2025, resolved to carry out a Rights Issue of up to 16,992,731 units, corresponding to 84,963,655 class B shares. The right to subscribe for units with preferential rights in the Rights Issue shall accrue to the Company's existing shareholders, whereby one (1) existing share in Divio entitles the holder to one (1) unit right. Twenty-two (22) unit rights entitle the holder to subscribe for one (1) unit in the Rights Issue, and each (1) unit consists of five (5) new class B shares. In addition, shareholders and other investors will be offered the opportunity to subscribe for units without preferential rights.

The subscription price in the Rights Issue amounts to SEK 0.31 per unit, corresponding to SEK 0.062 per share, meaning that the Company will receive approximately SEK 5.3 million before transaction costs if the Rights Issue is fully subscribed. The subscription price corresponds to a discount of approximately 31 percent in relation to the volume-weighted average price (VWAP) of the Company's share during the period from April 8, 2026, up to and including April 21, 2026.

The record date for receiving unit rights and the right to participate in the Rights Issue with preferential rights is April 30, 2026. The last day of trading in the Company's share, including the right to participate in the Rights Issue with preferential rights, is April 28, 2026. The subscription period for the Rights Issue runs from May 5, 2026, up to and including May 19, 2026. Trading in unit

rights will take place on Nasdaq First North Growth Market from May 5, 2026, up to and including May 13, 2026. Trading in paid subscribed units ("BTU") will take place from May 5, 2026, until conversion into shares occurs after the Rights Issue has been registered with the Swedish Companies Registration Office. Conversion is expected to take place around week 24, 2026.

The Rights Issue is secured to approximately 42.34 percent, corresponding to approximately SEK 2.2 million, through subscription commitments entered into by the following members of the Company's Board of Directors and management, as well as existing shareholders: CEO Jon Levin through LEVINVEST AKTIEBOLAG (approximately SEK 500 thousand) and privately (approximately SEK 100 thousand), Marcus Franck (approximately SEK 465 thousand), Alarik Förvaltning AB (approximately SEK 323 thousand), CFO Niklas Köresaar (approximately SEK 200 thousand), Palmstierna Invest AB (approximately SEK 178 thousand), Niklas Engman AB (approximately SEK 107 thousand), Chairman of the Board Leif Liljebrunn (approximately SEK 100 thousand), Board member Anette Ringnér (approximately SEK 100 thousand), Hans Brandt (approximately SEK 67 thousand), Rikard Nyman Vierto (approximately SEK 56 thousand), and Frans Wehtje (approximately SEK 35 thousand). The subscription commitments are not secured by bank guarantees, pledges, or similar arrangements.

If not all units are subscribed for with the support of unit rights (i.e., with preferential rights), the Board of Directors shall, within the maximum amount of the Rights Issue, resolve on the allocation of units subscribed for without the support of unit rights. Allocation shall then be made in the following order:

- firstly, to those who have subscribed for units with the support of unit rights (regardless of whether they were shareholders on the record date or not) and who have applied to subscribe for units without the support of unit rights; in the event that full allocation cannot be made to these subscribers, allocation shall be made pro rata in relation to the number of unit rights each such subscriber has exercised for subscription of units;
- secondly, to others who have subscribed for units in the Rights Issue without the support of unit rights; in the event that full allocation cannot be made to these subscribers, allocation shall be made pro rata in relation to the total number of units each subscriber has applied to subscribe for; and
- to the extent allocation in any category above cannot be made pro rata, allocation shall be made by drawing of lots.

Indicative timetable for the Rights Issue

The timetable below is preliminary and may be subject to change.

- April 28, 2026: Last day of trading in Divio's shares, including the right to receive unit rights
- April 29, 2026: First day of trading in Divio's shares, excluding the right to receive unit rights
- April 30, 2026: Record date for participation in the Rights Issue
- May 5, 2026 – May 13, 2026: Trading in unit rights
- May 5, 2026 – May 19, 2026: Subscription period in the Rights Issue
- May 20, 2026: Estimated date for announcement of the outcome of the Rights Issue

- May 5, 2026 – Week 24, 2026: Estimated trading period for paid subscribed units (BTU). The last day of trading in BTU will be announced in a separate press release after the Rights Issue has been registered with the Swedish Companies Registration Office.

Publication of preliminary quarterly figures and advancement of the report for the first quarter (January–March) 2026

The Company has today, April 22, 2026, through a separate press release, published preliminary financial figures for the first quarter (January–March) 2026. The purpose of the early publication of the preliminary financial figures is, in connection with the Transaction, to provide shareholders and the capital market with as current and transparent a view as possible of the Company's financial position, and to enable members of the Company's Board of Directors and management to subscribe for units in the Rights Issue beyond their pro rata shares.

Due to the Rights Issue, the interim report for the first quarter of 2026 will be published on May 4, 2026. The previously communicated date for publication of the report was May 12, 2026.

Number of shares, share capital and dilution

Through the Directed Share Issue, the number of shares in the Company will increase by 142,121,005 class B shares, from a total of 373,840,085 class A and B shares to a total of 515,961,090 class A and B shares. The share capital will increase by SEK 8,811,502.31, from SEK 23,178,085.27 to SEK 31,989,587.58. This corresponds to a dilution effect of approximately 27.19 percent of the votes and 27.54 percent of the capital in the Company.

Upon full subscription of the Rights Issue, and following registration of the Directed Share Issue, the number of shares in the Company will increase by 84,963,655 class B shares, from a total of 515,961,090 class A and B shares to a total of 600,924,745 class A and B shares. The share capital will increase by SEK 5,267,746.61, from SEK 31,989,587.58 to SEK 37,257,334.19. This corresponds to a dilution effect, for those not participating in the Rights Issue, of approximately 13.98 percent of the votes and approximately 14.14 percent of the capital in the Company.

Advisers

Navia Corporate Finance AB (www.naviacorporatefinance.com) is acting as Sole Bookrunner and Sole Manager, and Eversheds Sutherland is acting as legal advisor to Divio in connection with the Transaction. Aqurat Fondkommission AB acts as the issuing agent.

For more information about Divio, please contact:

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Forward-looking statements

This press release contains forward-looking statements that relate to the Company's intentions, assessments, or expectations regarding the Company's future results, financial position, liquidity, development, outlook, expected growth, strategies, and opportunities, as well as the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and can be identified by the use of expressions such as "believes," "assesses," "expects," "anticipates," "intends," "estimates," "will," "may," "assumes," "should," "could," and, in each case, their negative forms, or similar expressions. The forward-looking statements in this press release are based on various assumptions, which in many cases are based on additional assumptions. Although the Company believes that the assumptions reflected in these forward-looking statements are reasonable, there can be no assurance that they will materialize or that they are correct. As these assumptions are based on estimates and are subject to risks and uncertainties, actual results or outcomes may differ materially from those expressed or implied in the forward-looking statements for a variety of reasons. Such risks, uncertainties, contingencies, and other material factors may cause the actual development of events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct, and readers should not place undue reliance on such statements. The information, opinions, and forward-looking statements contained herein are provided as of the date of this press release only and are subject to change. Neither the Company nor any other party undertakes to review, update, confirm, or publicly announce any revision to any forward-looking statement to reflect events that occur or circumstances that arise in relation to the content of this press release, except as required by law or the rules of Nasdaq First North Growth Market.

Press enquiries

For further information about Divio Technologies, please visit divio.com or contact CEO Jon Levin (ir@divio.com)

The company's Certified Adviser is FNCA Sweden AB.

About Divio Technologies

Divio Technologies AB (Publ) is the PaaS and Cloud Management Software development group behind the Divio platform, which simplifies cloud hosting, deployment and development via a PaaS solution. The platform allows enterprises to reduce costs, time to market and the burden on employees, as well as decreasing dependency on cloud vendors.

This information is information that Divio Technologies 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 2026-04-22 22:20 CEST.

Attachments

[The Board of Directors of Divio Technologies AB resolves on a directed share issue and a rights issue of units consisting of shares to accelerate the Agency strategy and strengthen the balance sheet.](#)