



## **PRESS RELEASE**

20 March 2026 15:24:00 CET

# **ORTELIUS AMENDS PURCHASE PRICE STRUCTURE FOR TECH5 ACQUISITION – FIXED SHARE-BASED CONSIDERATION.**

ORTELIUS International AB (publ) (“ORTELIUS” or the “Company”) (Nasdaq First North Growth Market: ORTIN) announces that it has agreed to revise the purchase price structure relating to the acquisition of Tech5 AB (“Tech5”). The previously communicated three-year performance-based earn-out has been replaced with a fixed earn-out of SEK 4.8 million per year, to be settled in shares, over a three-year period. In addition, a portion of the remaining purchase price, amounting to SEK 700,000, will also be settled in shares. Consequently, the full share-based consideration will be converted into shares in 2028.

The revised structure removes financial performance conditions, increasing transparency and predictability of the total consideration. All share-based consideration will be converted in 2028, based on the market valuation at the time of conversion. The subscription price for the shares will correspond to the volume-weighted average price (VWAP) of the Company’s shares during the thirty (30) trading days preceding 31 December 2027. However, the subscription price shall not imply a total company valuation below SEK 200,000,000, calculated based on the total number of outstanding shares as of 31 December 2027.

### **Rationale**

The share issue relating to the fixed additional purchase price will be carried out with deviation from the shareholders’ pre-emption rights. The deviation is motivated by the fact that the share issue constitutes an integral part of the agreed consideration structure in connection with the acquisition of Tech 5. The Board of Directors considers it essential to settle the additional consideration in shares in order to align the interests of the seller with those of the Company and its shareholders over time, while preserving the Company’s liquidity and capital structure.

The Board of Directors has made an overall assessment of the transaction terms and considers them to be on market terms. In light of the above, the Board considers that a directed share issue is in the best interests of the Company and all its shareholders.



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Please see press release of 12 September 2025 for more information:

**Ellwee, through Ortelius E2, acquires Tech5 – strengthens the offering in results-oriented consulting services – Investor Relations**

**For more information, please contact:**

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### **ORTELIUS**

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### **About ORTELIUS**

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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 AI-driven era.

For more information:

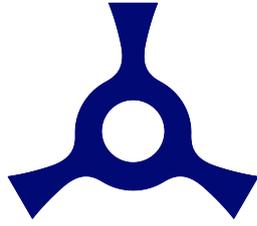
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The share is listed on Nasdaq First North Growth Market (short name ORTIN).

The company's Certified Adviser is Redeye Nordic Growth 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 2026-03-20 15:24 CET.*



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**Attachments**

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**ORTELIUS amends purchase price structure for Tech5 acquisition – fixed share-based consideration.**