

VALUNO GROUP RESOLVES ON A SHARE ISSUE OF APPROXIMATELY SEK 25.6 MILLION

The Board of Directors of Valuno Group AB (the “Company” or “Valuno Group”) has today, pursuant to the authorisation granted by the Annual General Meeting held on 6 December 2024, resolved on a share issue of approximately SEK 25.6 million to Citigiro Holding AB (“Citigiro”), Gustaf Jonell, Per Öberg, Furuhem Holding AB and Mandato Financial Group AG (the “Investors”) (the “Share Issue”). A part of the Share Issue settles part of the repayment of the promissory note that was issued in connection with the completion of the acquisition of Intergiro’s technical banking platform from Citigiro (the “Acquisition”) as announced through a press release on 17 September 2025. In total, the Board of Directors has resolved to issue 21,333,336 new shares at SEK 1.20, which corresponds to the volume-weighted average share price (VWAP) for the Company's share on Nordic SME during the period from and including 29 October 2025 until and including 4 November 2025. Through the Share Issue, the Company receives approximately SEK 25.6 million of which approximately SEK 10.0 million is received through set-off of the promissory note issued in connection with the Acquisition.

As announced on 17 September 2025, Valuno Group has entered into an agreement to acquire the technical banking platform developed and operated by Intergiro (Intergiro Intl AB) from Citigiro. The platform was previously acquired by Citigiro from Intergiro’s bankruptcy estate. In connection with the completion of the Acquisition, the Company issued a promissory note to Citigiro amounting to approximately SEK 50.0 million of which approximately 37.5 million was previously set off against new shares in the Company in accordance with what the Company announced on 29 September 2025. The Company and Citigiro have now agreed to set off an additional SEK 10.0 million of the promissory note against new shares in the Company. The Board of Directors has therefore, today, resolved on the Share Issue to repay part of the promissory note to Citigiro. In connection with the repayment of part of the promissory note to Citigiro, the Board of Directors has resolved to raise additional capital through a cash portion of the Share Issue in order to further strengthen the Company's financial position and create conditions to scale the business in accordance with the plan presented by the management. Through the Share Issue, the Company thus receives approximately SEK 25.6 million of which approximately SEK 10.0 million is received through set-off of part of the promissory note issued in connection with the Acquisition.

The Investors have undertaken to subscribe for all shares in the Share Issue. The subscription undertakings are not secured by bank guarantees, escrow accounts, pledge or similar arrangements.

The outcome of the Share Issue is expected to be announced on or around 12 November 2025.

Information regarding Mandato

Mandato is a Swiss licensed and specialized financial services provider focused on open banking, corporate banking and international payment solutions. Through a robust and scalable infrastructure, Mandato enables secure, efficient and regulatory-compliant payment flows for global merchants, platforms and financial institutions.

The investment creates clear industrial synergies between Mandato's banking infrastructure and

Valuno's product offering, laying the foundation for future operational collaboration and joint market expansion.

Deviation from the shareholders' preferential rights

The reason for deviating from the shareholders' preferential rights in the Share Issue, with regard to the part relating to set-off, is to fulfil the Company's obligations to Citigiro as a result of the Acquisition. The Board of Directors also considers that it is in favour of the Company's financial position and in the interest of the shareholders to pay part of the promissory note issued in connection with the completion of the Acquisition in the form of newly issued shares instead of cash payment as it releases funds that strengthen the Company's working capital.

The Board of Directors has further considered the possibility of raising additional capital through a rights issue and made the assessment, based, inter alia, on discussions with some of the Company's larger shareholders, that there are currently insufficient conditions to carry out a rights issue in a manner that would be advantageous for the Company and the shareholders. A rights issue would also be significantly more time- and resource-intensive, particularly as a result of work and costs related to underwriting procurement and underwriting fees. Through intensive work by the Company, the Share Issue can be carried out in a time- and cost-effective manner, with what the Board of Directors assesses as a good result. Reduced time consumption enables flexibility for potential investment opportunities in the short term, contributes to reduced exposure to fluctuations in the share price on the stock market, and enables the possibility to take advantage of the current interest that exists for the Company's share. Another aspect that speaks in favour of choosing a directed new issue is that a rights issue would most likely have had to be carried out at a not insignificant discount, which would lead to even greater dilution effects for the Company's existing shareholders, which is avoided with a directed new issue where the subscription price has been set at SEK 1.20 - which corresponds to the volume-weighted average share price (VWAP) for the Company's share on Nordic SME during the period from and including 29 October 2025 until and including 4 November 2025. From a shareholder perspective, a rights issue at a significant discount also entails a risk of a negative effect on the share price in connection with the implementation of the rights issue. The reason why the Share Issue is partly directed to existing shareholders (Citigiro, Gustaf Jonell, Per Öberg and Furuhem Holding AB) is that the shareholders have expressed and shown a long-term interest in the Company, which, according to the Board of Directors, creates security and stability for both the Company and its shareholders as well as significant strategic and long-term value. Against this background, the Board of Directors' overall assessment is that it is in the interests of the Company and its shareholders to carry out the Share Issue with deviation from the main rule regarding shareholders' preferential rights.

Prior to the resolution on the Share Issue, the Board of Directors has placed great emphasis on ensuring that the subscription price is market-based in relation to the prevailing share price. The price per share in the Share Issue has been determined by the Board of Directors after arm's length negotiations with the Investors, whereby the Board of Directors has considered several factors such as market conditions, the Company's financing needs and alternative cost of other financing and assessed market interest for an investment in the Company. The subscription price in the Share Issue has been set at SEK 1.20, which corresponds to the volume-weighted average share price (VWAP) for the Company's share on Nordic SME during the period from and including 29 October 2025 until and including 4 November 2025. The Board of Directors' assessment is therefore that the subscription price in the Share Issue is on market terms and thus reflects

prevailing market conditions and investor demand. Against this background, the Board of Directors considers the subscription price to be on market terms.

Number of shares and share capital

As a result of the Share Issue the Company's share capital will increase by SEK 213,333.36 through the issuance of 21,333,336 new shares, entailing a dilution of approximately 10.1 percent of the total number of shares and votes in the Company (based on the number of shares and votes following the Share Issue).

For additional information, please contact:

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Valuno Group Valuno is a Swedish fintech company with a vision of a borderless economy where cryptocurrencies and digital payments are seamlessly integrated into everyday life. The company offers solutions for crypto payments, digital wallets, and related financial services. Valuno has been listed on NGM Nordic SME since July 2019. For more information, visit www.investor.valuno.com.

This information is information that Valuno Group 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 2025-11-06 22:26 CET.