

PRESS RELEASE

27 April 2026 22:49:00 CEST

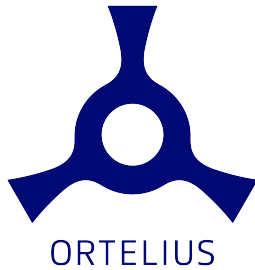
DECISION ON DIRECTED SHARE ISSUE IN CONNECTION WITH DEBT TRANSFER

ORTELIUS International AB (publ) (“ORTELIUS” or the “Company”) (Nasdaq First North Growth Market: ORTIN) announces that it has entered into an agreement with K.Ai Consulting ApS under which K.Ai Consulting ApS will assume ORTELIUS’ liabilities to Providence Holding AB of approximately SEK 48 million, as well as liabilities related to the acquisition of Tech5 AB of approximately SEK 35 million. In direct connection with this transaction, ORTELIUS has resolved on a directed cash issue in which K.Ai Consulting ApS subscribes and pays by way of set-off of SEK 48 million of its claim, in exchange for shares in Ortelius AB. The subscription price amounts to SEK 1.57 per share. Through the transaction, ORTELIUS strengthens its equity while reducing its indebtedness by SEK 13 million, and the maturity date of the remaining debt is extended to 31 December 2027.

KA.i Consulting ApS takes over the liabilities related to the acquisition of Tech5 amounting to approximately SEK 35 million to be settled through conversion into shares, and liabilities related to the acquisition of Ortelius AB of approximately SEK 48 million to be settled in cash. The liabilities related to Tech5 was partly to be settled in 2026 and partly in in 2028. The liability related to Ortelius was to be settled in cash where SEK 24 million were to be due for payment on 30 September 2026 and the remainder is expected to fall due for cash payment within approximately two years.

Through the agreement, K.Ai Consulting ApS, will assume the claims totalling approximately SEK 83 million. Under the agreement, K.Ai Consulting ApS sets off SEK 48 million directly in a directed share issue, and the remaining debt is subject to new terms with an annual interest rate of six percent and a new maturity date of 31 December 2027.

In the directed share issue, the subscription price is based on an agreed debt between the parties, which is at market terms considering the liabilities being assumed. The directed set-off issue comprises 30 927 434 shares, subscribed for by K.Ai Consulting ApS. In total, the conversion amounts to a total of SEK 48 482 791 and is settled by set-off against claims on the Company. The subscription price per share amounts to SEK 1.57.



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The directed set-off issue entails an increase of the share capital by a maximum of SEK 1 159 958.458953. Upon registration with the Swedish Companies Registration Office (Bolagsverket), the number of shares will increase from 72 721 215 to 103 648 649 corresponding to a dilution of approximately 29.8 percent.

The Board of Directors of ORTELIUS has based on the authorisation granted by the annual general meeting, resolved to convert a loan, including accrued interest, at the request of the lender K.Ai Consulting ApS, amounting to SEK 48 482 791 in this issue.

Rationale and Effects

The set-off is intended to strengthen ORTELIUS's financial position by reducing indebtedness without impacting liquidity. Through the conversion of debt into equity, the transaction is expected to support an improved equity ratio and a stronger balance sheet, thereby creating conditions conducive to long-term growth and financial flexibility.

The Board of Directors considers the set-off to be in the long-term interest of ORTELIUS and its shareholders. A rights issue was considered as an alternative but was assessed as less appropriate, as it would have delayed the settlement of the debt and, given prevailing market volatility, would likely have entailed materially higher costs.

Accordingly, the Board assesses that the reasons for carrying out the share issue with deviation from shareholders' pre-emptive rights outweigh the general principle of pre-emptive rights and that the transaction is intended to be in the best interests of the Company and all its shareholders.

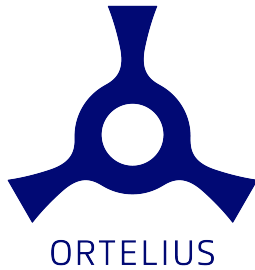
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About ORTELIUS

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 AI-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 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 2026-04-27 22:49 CEST.

Attachments

Decision on directed share issue in connection with debt transfer