

Xplora Technologies AS: Contemplated Private Placement

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Oslo, Norway, 18 March 2026: Xplora Technologies AS ("Xplora" or the "Company") has engaged Nordea Bank Abp, filial i Norge and Pareto Securities AS (together the "Managers") to advise on and effect a contemplated private placement of new shares in the Company (the "Offer Shares") to raise gross proceeds of approximately NOK 150 million (the "Private Placement"), at a fixed price of NOK 52 per Offer Share (the "Offer Price").

The net proceeds from the Private Placement to the Company will be used to strengthen the Company's balance sheet, complete the squeeze-out to acquire the remaining shares in DORO AB, reduce debt obligations and increase flexibility for organic and inorganic growth initiatives. The following members of the Company's management and Board have collectively pre-committed to subscribe for, and will be allocated, Offer Shares for approx. NOK 4.55 million in the Private Placement:

- Sten Kirkbak (CEO) through MK Capital AS: NOK 300,000
- Knut Stålen (CFO): NOK 300,000
- Bjørn Christian Eide (board member) through Esmar AS: NOK 3,653,905 (pro-rata)
- Ingrid Elvira Leisner (board member) through Duo Jag AS: NOK 100,000
- Jannicke Haugen (board member) through Sjriff Holding AS: NOK 100,000
- Suzaan Sauerman (board member): NOK 100,000

Lock-ups

In connection with the pre-commitments, the members of the Company's management and Board, and the Company have entered into a lock-up agreement for a period of six (6) months, subject to certain customary exceptions.

Application Period

The application period for the Private Placement will commence today, 18 March 2026 at 16:30 hours (CET) and will close on 19 March 2026 at 08:00 hours (CET) (the "**Application Period**"). The Company reserves the right to shorten, close or extend the Application Period at any time at its sole discretion, without notice, or to cancel the Private Placement in its entirety. If the Application Period is shortened or extended, any other dates referred to herein may be amended accordingly.

Allocation and settlement

The final number of Offer Shares will be determined at the end of the Application Period, and the final allocation will be made at the sole discretion of the Board in consultation with the Managers. The Board may, at its sole discretion, reject and/or reduce any applications. Other than with respect to pre-committing shareholders who will receive full allocation, there is no guarantee that any applicant will be allocated Offer Shares. Allocation will be based on (but not limited to) pre-commitments, indications from the pre-sounding phase of the Private Placement, existing ownership in the Company, timeliness of order, order size, sector knowledge, perceived investor quality and investment horizon.

Notification of allocation and payment instructions is expected to be issued to the applicants on or about 19 March 2026 through a notification to be issued by the Managers.

Settlement of the Private Placement is expected to take place on a delivery versus payment basis on or about 23 March 2026 with existing and unencumbered shares in the Company that are already listed on Euronext Growth Oslo, pursuant to a share lending agreement entered into between the Company, the Managers and Pässesta AS (the "**Share Lending Agreement**"). The Offer Shares will thus be tradable on Euronext Growth Oslo immediately after the notification of allocation. The Managers will settle the Share Lending Agreement with new shares in the Company to be issued by the Board pursuant to an authorization to increase the share capital in the Company granted by the Company's annual general meeting held on 23 May 2025 (the "Authorization").

Conditions of completion

Completion of the Private Placement for investors allocated Offer Shares is subject to: (i) All corporate resolutions of the Company required to implement the Private Placement being validly made by the Company, including without limitation, the resolution by the Board to increase the share capital of the Company and issue the Offer Shares pursuant to the Authorization, and (ii) the Share Lending Agreement remaining in full force and effect (jointly referred to as the "Conditions").

The Company will announce the number of Offer Shares issued and allocated in the Private Placement through a stock exchange notice expected to be published before opening of the trading on Euronext Growth Oslo on 19 March 2026.

Selling restrictions

The Private Placement will be offered to investors subject to applicable exemptions from relevant prospectus requirements in accordance with Regulation (EU) 2017/1129 and is directed towards a limited number of selected investors subject to applicable exemptions from relevant prospectus, filing and registration requirements: (i) outside the United States in reliance on Regulation S under the US Securities Act of 1933 (the "US Securities Act") and (ii) in the US only to persons reasonably believed to be "qualified institutional buyers" (QIBs) as defined in Rule 144A under the US Securities Act. Applicable selling restrictions will apply.

In the United Kingdom, it shall be directed only at persons who are "qualified investors" as defined in paragraph 15 of Schedule 1 to the Public Offers and Admission to Trading Regulations 2024, and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) are other persons to whom it otherwise lawfully may be communicated.

The Offer Shares are not to be offered in any other jurisdiction where such an offering would be prohibited by applicable law.

The minimum subscription and allocation amount in the Private Placement will be a number of Offer Shares corresponding to the NOK equivalent of EUR 100,000. The Company may, at its sole discretion, allocate Offer Shares for an amount below EUR 100,000 to the extent applicable exemptions from relevant prospectus requirements, in accordance with applicable regulations, including Regulation (EU) 2017/1129 on prospectuses for securities (the "EU Prospectus Regulation"), the Norwegian Securities Trading Act and ancillary regulations, are available. Further selling restrictions and transaction terms will apply.

Equal treatment of shareholders and subsequent offering

The Private Placement represents a deviation from the shareholders' preferential right to subscribe for the Offer Shares. The Board has carefully considered the structure of the equity raise in light of the equal treatment obligations under the Norwegian Private Limited Liability Companies Act, and the Board is of the opinion that it is in compliance with these principles. The Board is of the view that it will be in the common interest of the Company and its shareholders to raise equity through a private placement. Further, a private placement will reduce execution and completion risk compared to a rights issue, as it enables the Company to raise equity efficiently and in a timely manner and at a lower cost and with significantly reduced completion risk compared to a rights issue.

The Company may, subject to completion of the Private Placement, and certain other conditions, resolve to carry out a subsequent offering of new shares (the "**Subsequent Offering**") at the Offer Price in the Private Placement which, subject to applicable securities law, will be directed towards existing shareholders in the Company as of 18 March 2026 (as registered in the VPS two trading days thereafter), who (i) were not included in the pre-sounding phase of the Private Placement, (ii) were not allocated Offer Shares in the Private Placement, and (iii) are not resident in a jurisdiction where such offering would be unlawful or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar.

Advisors

Nordea Bank Abp, filial i Norge and Pareto Securities AS are acting as managers and bookrunners in the Private Placement. Advokatfirmaet Thommessen AS is acting as legal advisor to the Company in the Private Placement.

Part of the net proceeds from the Private Placement to the Company will be used to reduce debt under credit facility with Nordea Bank Abp, filial i Norge.

This information is considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to Section 5-12 the Norwegian Securities Trading Act. The stock exchange announcement was published by CFO Knut Stålen, at the time and date stated above in this announcement.

For further information, please refer to:

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About Xplora

Xplora Technologies is a Norway-founded, technology company creating smart devices, services and communication solutions for children, youth and seniors that keep families connected, safe, and balanced. The company's purpose is to build a safer and healthier digital life for all generations. As the pioneer of the kids' smartwatch category in Europe, Xplora Technologies today serves the full spectrum of family needs from early childhood to later life, through its two brands Xplora and Doro. The company positions itself as a family-first organization and a trusted advisor for parents and caregivers throughout the digital journey, delivering the right technology at the right time. Xplora Technologies is headquartered in Oslo, Norway with operations in leading European markets and North America. The company is listed on Euronext Growth under the ticker XPLRA.

IMPORTANT NOTICE

This announcement is not and does not form a part of any offer to sell, or a solicitation of an offer to purchase, any securities of the Company. The distribution of this announcement and other information may be restricted by law in certain jurisdictions. Copies of this announcement are not being made and may not be distributed or sent into any jurisdiction in which such distribution would be unlawful or would require registration or other measures. Persons into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

The securities referred to in this announcement have not been and will not be registered under the US Securities Act, and accordingly may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the US Securities Act and in accordance with applicable U.S. state securities laws. The Company does not intend to register any part of the offering or their securities in the United States or to conduct a public offering of securities

in the United States. Any sale in the United States of the securities mentioned in this announcement will be made solely to "qualified institutional buyers" as defined in Rule 144A under the US Securities Act and "major U.S. institutional investors" as defined in Rule 15a-6 under the United States Exchange Act of 1934.

In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation, i.e., only to investors who can receive the offer without an approved prospectus in such EEA Member State. The expression "Prospectus Regulation" means Regulation 2017/1129, as amended, together with any applicable implementing measures in any Member State.

This communication is only being distributed to and is only directed at persons in the United Kingdom that are (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) high net worth entities, and other persons to whom this announcement may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only for relevant persons and will be engaged in only with relevant persons. Persons distributing this communication must satisfy themselves that it is lawful to do so.

Matters discussed in this announcement may constitute forward-looking statements. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "strategy", "intends", "estimate", "will", "may", "continue", "should" and similar expressions. The forward-looking statements in this release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that these assumptions were reasonable when made, these assumptions are inherently subject to significant known and unknown risks, uncertainties, contingencies and other important factors which are difficult or impossible to predict and are beyond its control.

Actual events may differ significantly from any anticipated development due to a number of factors, including without limitation, changes in investment levels and need for the Company's services, changes in the general economic, political and market conditions in the markets in which the Company operate, the Company's ability to attract, retain and motivate qualified personnel, changes in the Company's ability to engage in commercially acceptable acquisitions and strategic investments, and changes in laws and regulation and the potential impact of legal proceedings and actions. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not provide any guarantees that the assumptions underlying the forward-looking statements in this announcement are free from errors nor does it accept any responsibility for the future accuracy of the opinions expressed in this announcement or any obligation to update or revise the statements in this announcement to reflect subsequent events. You should not place undue reliance on the forward-looking statements in this document.

The information, opinions and forward-looking statements contained in this announcement speak only as at its date, and are subject to change without notice. The Company does not undertake any obligation to review, update, confirm, or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this announcement.

Neither the Managers nor any of their respective affiliates makes any representation as to the accuracy or completeness of this announcement and none of them accepts any responsibility for the contents of this announcement or any matters referred to herein.

This announcement is for information purposes only and is not to be relied upon in substitution for the exercise of independent judgment. It is not intended as investment advice and under no circumstances is it to be used or considered as an offer to sell, or a solicitation of an offer to buy any securities or a recommendation to buy or sell any securities in the Company. Neither the Managers nor any of their affiliates accepts any liability arising from the use of this announcement.