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DistIT resolves on a rights issue of shares of approximately SEK 168 million

The board of directors of DistIT AB ("DistIT" or the "Company") has today resolved to carry out a rights issue of shares corresponding to approximately SEK 168 million with preferential rights for the Company's existing shareholders (the "Rights Issue"). Provided that a written procedure (the "Written Procedure") regarding the Company's outstanding senior unsecured corporate bonds with a maximum amount of SEK 300 million ISIN SE0015949359 (the "Bonds") approves the Rights Issue, the Rights Issue will be secured to an amount of SEK 137,156,250, corresponding to approximately 81.4 percent of the total issue proceeds, by holders of the Company's Bonds ("Bondholders"). The Rights Issue is conditional upon approval by an extraordinary general meeting scheduled to be held on June 12, 2025 (the "Extraordinary General Meeting"). The notice to the Extraordinary General Meeting will be published by way of a separate press release.

Summary of the Rights Issue

- The purpose of the Rights Issue is to manage the upcoming maturity of the Bonds, to strengthen the Company's liquidity situation and to establish a long-term sustainable capital structure for the Company.
- Anyone who, on the record date of June 16, 2025, is registered as a shareholder in DistIT and is entitled to participate in the Rights Issue will receive twelve (12) subscription rights for each existing share. One (1) subscription right entitles the holder to subscribe for one (1) new share. The Rights Issue comprises a maximum of 336,971,184 shares and if the Rights Issue is fully subscribed, the Company's share capital will increase by SEK 67,394,236.8.
- The subscription period runs from and including June 18, 2025 to and including July 2, 2025. The board of directors has the right to extend the subscription period, which, if applicable, will be announced by the Company by way of a press release no later than July 2, 2025. The board of directors also has the right to extend the time of payment.
- The subscription price amounts to SEK 0.50 per share.

- Trading in subscription rights will take place on Nasdaq First North Premier Growth Market during the period June 18, 2025 through June 27, 2025.
- Assuming that the Rights Issue is fully subscribed, the Company will receive proceeds of approximately SEK 168 million before issue costs.
- Shareholders who do not participate in the Rights Issue will have their shareholding diluted by up to 92.3 percent, but will have the opportunity to financially compensate for the dilution by selling their subscription rights.
- As the Company announced on April 29, 2025, the Company has reached a principal agreement with a group of major Bondholders representing approximately 40 percent of the outstanding nominal amount under the Bonds. The principal agreement includes, inter alia, conditional upon the approval of the Written Procedure, that the agent under the Bonds ("**Agent**") undertakes, on behalf of the Bondholders, to subscribe for shares to an amount of SEK 137,156,250. Any allotment of the subscribed shares shall be made by way of set-off against up to 50 percent of the nominal amount per Bond, based on a final redemption price of 105 percent of the nominal amount (the "**Debt Conversion**"). The Debt Conversion is conditional upon the approval of at least two-thirds of the Bondholders that vote in the Written Procedure. The Company intends to initiate the Written Procedure no later than May 13, 2025 with the final voting day set to no later than June 2, 2025.
- The board of directors' resolution on the Rights Issue is conditional upon approval at the Extraordinary General Meeting scheduled to be held on June 12, 2025

Background and motives

The Bonds mature on May 19, 2025. In order to manage the upcoming maturity and to establish a long-term sustainable capital structure for DistIT, the Company has reached a principle agreement, which includes, inter alia, the Rights Issue, with a group of major Bondholders representing approximately 40.2 percent of the outstanding nominal amount under the Bonds,. The purpose of the Rights Issue is thus to manage the upcoming maturity of the Bonds, to strengthen the Company's liquidity situation and to establish a long-term sustainable capital structure for the Company.

Upon full subscription of the Rights Issue, the Company will receive approximately SEK 168 million before deduction of issue costs, which are expected to amount to approximately SEK 7 million. The net proceeds thus amount to approximately SEK 161 million. In the event that the Written Procedure is approved (by at least two-thirds of the Bondholders that vote in the Written Procedure) and the Debt Conversion is completed, the payment of the subscription price will be made partially by way of set-off against up to 50 percent of the nominal amount per Bond, based on a final redemption price of 105 percent of the nominal amount.

The expected net proceeds will be used exclusively for the Company's ongoing operations, including redemption of part of the Bond to the extent that the cash net proceeds exceed SEK 31,329,342. In the event that the Rights Issue is not sufficiently subscribed, it is the Company's intention to seek alternative financing opportunities such as a new rights issue, a directed share issue or long-term loan financing from existing or new investors.

Terms of the rights issue

The board of directors' resolution on the Rights Issue is conditional upon approval at the Extraordinary General Meeting scheduled to be held on June 12, 2025. The notice to the Extraordinary General Meeting will be published by way of a separate press release.

Anyone who, on the record date of June 16, 2025, is registered as a shareholder in DistIT and is entitled to participate in the Rights Issue will receive twelve (12) subscription rights for each existing share. One (1) subscription right entitles the holder to subscribe for one (1) new share. The last day of trading in DistIT's shares including the right to participate in the Rights Issue is June 12, 2025.

In the event that not all shares are subscribed for by exercise of subscription rights, the board of directors shall resolve on the allotment of new shares on the following basis:

- a) firstly to those who have subscribed for shares by exercising subscription rights and who wish to subscribe for additional shares (regardless of whether they were shareholders on the record date or not), pro rata in relation to their subscription with subscription rights, and, to the extent that this cannot be done, by drawing lots;
- b) secondly, to others who have expressed an interest in subscribing for shares without subscription rights (and who are not covered by item a) above and are not Bondholders, in accordance with item c) below), pro rata in relation to their registered interest, and, to the extent that this cannot be done, by drawing lots; and
- c) thirdly, to Bondholders, pro rata to their held Bonds, to the extent this is not possible, by drawing of lots.

The subscription period runs from and including June 18, 2025 to and including July 2, 2025. The board of directors has the right to extend the subscription period, which, if applicable, will be announced by the Company by way of a press release no later than July 2, 2025. The board of directors also has the right to extend the time of payment. Trading in subscription rights will take place on Nasdaq First North Premier Growth Market during the period June 18, 2025 through June 27, 2025. New shares entitle to dividends from the day the shares are entered in the share register at Euroclear Sweden AB.

The subscription price amounts to SEK 0.50 per share. The Rights Issue comprises a maximum of 336,971,184 shares and if the Rights Issue is fully subscribed, the Company's share capital will increase by SEK 67,394,236.8. Assuming that the Rights Issue is fully subscribed, the Company will receive proceeds of approximately SEK 168 million before issue costs.

In connection with the Rights Issue, the board of directors has resolved to propose that the Extraordinary General Meeting resolves to reduce the Company's share capital through a transfer to non-restricted equity, from SEK 56,161,864 to SEK 5,616,186.40 to enable the proposed number of newly issued shares at the subscription price in the Rights Issue. If the Rights Issue is fully subscribed and after completion of the reduction of the share capital, the Company's share capital will amount to SEK 73,010,423.20 and the number of shares to 365,052,116. If the Rights Issue is fully subscribed, this will result in a dilution effect of approximately 92.3 percent of the number of shares and votes for shareholders not participating in the Rights Issue.

Debt Conversion

Provided the approval of at least two-thirds of the Bondholders that vote in the Written Procedure, the Rights Issue will be secured to approximately 81.4 percent through the Bondholders' undertakings to carry out the Debt Conversion of approximately SEK 137,156,250. The Debt Conversion, should it become effective, shall be made by way of set-off against up to 50 percent of the nominal amount per Bond, based on a final redemption price of 105 percent of the nominal amount.

Information document

No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish an information document in the form prescribed by Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended ("**Prospectus Regulation**"). The information document will be prepared in accordance with the requirements of Annex IX of the Prospectus Regulation. The information document is expected to be published on June 13, 2025.

Preliminary timetable for the Rights Issue

The following timetable for the Rights Issue is preliminary and may be subject to change.

Resolution on notice to an extraordinary general meeting	May 13, 2025
Extraordinary General Meeting to approve the Rights Issue, amendment of the articles of association and reduction of share capital	June 12, 2025
Last day of trading in the share, including the right to receive subscription rights	June 12, 2025
First day of trading in the share, excluding the right to receive subscription rights	June 13, 2025
Publication of information document	June 13, 2025
Record date for the right to receive subscription rights	June 16, 2025
Trading in subscription rights	June 18, 2025 - June 27, 2025
Subscription period	June 18, 2025 - July 2, 2025
Publication of the outcome of the Rights Issue	July 7, 2025

Advisors

ABG Sundal Collier is acting as financial advisor and Advokatfirma DLA Piper Sweden KB is acting as legal advisor in connection with the Rights Issue.

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About DistIT AB

DistIT owns and develops niche distributors of IT, mobility, consumer electronics, networking and data communications products in the Nordics. Companies within the DistIT Group deliver B2B as well as B2C products to the IT markets in Europe. The DistIT stock is listed on the Nasdaq First North Premier Growth Market exchange and DistIT's Certified Adviser is DNB Carnegie Investment Bank AB.

This information is information that DistIT 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 2025-05-13 08:30 CEST.

Important information

This press release and the information herein is not for release, distribution or publication, in whole or in part, directly or indirectly, in or into the United States, the United Kingdom, Australia, Canada, the Hong Kong Special Administrative Region of the People's Republic of China, Japan, South Africa, or any other state or jurisdiction in which such release, distribution or publication would be unlawful or require registration or any other measures in accordance with applicable law.

None of the securities referred to herein (collectively, the "**Securities**") have been or will be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or the securities laws of any state or other jurisdiction in the United States, and may not be offered, pledged, sold, delivered or otherwise transferred, directly or indirectly, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company does not intend to register any of the Securities in the United States or to conduct a public offering of the Securities in the United States.

This announcement does not constitute an offer of securities to the public in the United Kingdom. No prospectus has been or will be registered in the United Kingdom in respect of the Securities. In the United Kingdom, this press release is being distributed to and is directed only at "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or high net worth companies and other persons to whom the information may lawfully be communicated, falling within Article 49(2)(a) to (e) of the Order (all such persons together being referred to as "**Relevant Persons**"). Any investment activity to which this communication relates will only be available to and will only be engaged with, Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.

In the EEA Member States, with the exception of Sweden (each such EEA Member State, a "

Relevant State”), this press release and the information contained herein are intended only for and directed to qualified investors as defined in Article 2 (e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”). The Securities are not intended to be offered to the public in any Relevant State and are only available to qualified investors except in accordance with exceptions in the Prospectus Regulation. Persons in any Relevant State who are not qualified investors should not take any actions based on this press release, nor rely on it.

This press release is not a prospectus for the purposes of the Prospectus Regulation and has not been approved by any regulatory authority in any jurisdiction. No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish a disclosure document in the form prescribed by Regulation (EU) 2024/2809 (“**Listing Act**”) Annex IX.

The press release is for informational purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy or acquire, or subscribe for, any securities or any other financial instruments in the Company. Any offer in respect of any of the Securities will only be made through the disclosure document that the Company expects to publish in due course. Offers will not be made to, and application forms will not be approved from, subscribers (including shareholders), or persons acting on behalf of subscribers, in any jurisdiction where applications for such subscription would contravene applicable laws or regulations, or would require additional prospectuses, filings, or other measures in addition to those required under Swedish law. Measures in violation of the restrictions may constitute a breach of relevant securities laws.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's current view of future events as well as financial and operational development. Words such as “intend”, “assess”, “expect”, “may”, “plan”, “estimate” and other expressions involving indications or predictions regarding future development or trends, not based on historical facts, identify forward-looking statements and reflect the Company's beliefs and expectations and involve a number of risks, uncertainties and assumptions which could cause actual events and performance to differ materially from any expected future events or performance expressed or implied by the forward-looking statement. The information contained in this press release is subject to change without notice and, except as required by applicable law, the Company does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it and nor does it intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements as a prediction of actual future events or otherwise.

This announcement does not constitute an investment recommendation. The price and value of Securities and any income from them can go down as well as up and you could lose your entire investment. Past performance is not a guide to future performance. Information in this announcement cannot be relied upon as a guide to future performance.

Attachments

DistIT resolves on a rights issue of shares of approximately SEK 168 million