

## **DONE.AI GROUP AB RESOLVES ON DIRECTED SET-OFF SHARE ISSUES FOR FULL SETTLEMENT OF RECENT ACQUISITIONS, CONDITIONAL UPON APPROVAL BY AN EXTRAORDINARY GENERAL MEETING**

**The Board of Directors of Done.ai Group AB (publ) ("Done.ai" or the "Company") has today, subject to subsequent approval by an extraordinary general meeting, resolved to carry out four directed share issues (together, the "Set-Off Issues") of a total of 2,568,957 shares at a subscription price of SEK 16 per share.**

### **The Set-Off Issues**

The Company has previously entered into share purchase agreements regarding the acquisitions of Econ Alliansen AS, Plorea Holding AS, Vilect AS and Regnskapene AS. Under the share purchase agreement regarding Econ Alliansen AS, the sellers are entitled to an earnout in the amount of NOK 1.00 million, which pursuant to the share purchase agreement shall be settled through the issuance of shares at a subscription price of SEK 16 per share. Under the share purchase agreements regarding Plorea Holding AS, Vilect AS and Regnskapene AS, consideration were paid with vendor notes to the sellers in the amount of NOK 32.02 million for Plorea Holding AS, approximately NOK 5.44 million for Vilect AS and approximately NOK 2.65 million for Regnskapene AS. In total the claims amount to approximately SEK 41.10 million based on the exchange rate for NOK/SEK of 1.00/1.00 published by the Riksbank (Sweden's central bank) on 4 June 2026. In order to settle the vendor notes and the earnout entitlement, the Board of Directors has resolved on the Set-Off Issues of 62,500 shares to the sellers of Econ Alliansen AS, 2,001,372 shares to the sellers of Plorea Holding AS, 339,710 shares to the sellers of Vilect AS and 165,375 shares to the sellers of Regnskapene AS, all with payment by way of set-off against the vendor notes and the earnout entitlement, respectively. The subscription price has been set at SEK 16 per share, as agreed in the share purchase agreements through negotiations between the Company and the sellers on an arm's length basis. The Board of Directors considers the subscription price to be on market terms.

In aggregate, the Set-Off Issues comprise a total of 2,568,957 shares, corresponding to a total subscription amount of approximately SEK 41.10 million. The shares must be subscribed for no later than seven days after the extraordinary general meeting has resolved to approve the Set-Off Issues. Provided that subscription has been completed, the Board of Directors is expected to resolve on allotment in accordance with the subscription without delay thereafter.

### **Deviation from shareholders' preferential rights**

The right to subscribe for shares in the Set-Off Issues is granted, with deviation from the shareholders' preferential rights, to the respective sellers of Econ Alliansen AS, Plorea Holding AS, Vilect AS and Regnskapene AS. The reason for deviating from the shareholders' preferential rights is that the respective sellers have an obligation to reinvest their claims in new shares in the Company pursuant to the respective share purchase agreements. The Board of Directors has considered the possibility of settling the subscribers' respective claims in cash instead of by way of set-off against newly issued shares, but has concluded that it is, for several reasons, beneficial for the Company and the shareholders that payment is made by way of set-off. The Board of Directors considers that the Set-Off Issues improve the Company's equity ratio, reduce the debt-to-equity ratio and ensure a more long-term sustainable financial position without burdening the Company's liquidity. The Board of Directors further considers it a sign of confidence in the Company that the management personnel have expressed a wish to set off their claims against shares in the Company, at a market-based price, instead of receiving cash consideration. In light of the above, the Board of Directors considers that there are sufficient reasons to deviate from the general rule of carrying out share issues with preferential rights for the Company's existing shareholders.

### **Shares and share capital**

Through the Set-Off Issues, the number of shares in the Company will increase by a total of 2,568,957 shares, from 85,065,180 to 87,634,137 shares. The share capital will increase by a total of SEK 256,895.70, from SEK 8,506,518 to SEK 8,763,413.70. The dilution for existing shareholders amounts to approximately 2.93 per cent.

### **Extraordinary general meeting**

An extraordinary general meeting of Done.ai is planned to be held during June or July 2026 to approve the Board of Directors' resolutions on the Set-Off Issues. Notice of the extraordinary general meeting will be published by way of a separate press release. A resolution by the extraordinary general meeting to approve the Set-Off Issues relating to Econ Alliansen AS and Regnskapene AS requires the support of shareholders holding not less than two-thirds of both the votes cast and the shares represented at the general meeting. As certain subscribers in the Set-Off Issues relating to Vilect AS and Plorea Holding AS are employed within the Done.ai group, Chapter 16 of the Swedish Companies Act (Sw. *aktiebolagslagen*) applies to those Set-Off Issues. A resolution by the extraordinary general meeting to approve the Set-Off Issues relating to Vilect AS and Plorea Holding AS therefore requires the support of shareholders holding not less than nine-tenths of both the votes cast and the shares represented at the general meeting.

**PRESS RELEASE**

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**Lock-up undertakings**

In connection with the set-off issue relating to Econ Alliansen AS, 75% of the shares issued as consideration for the acquisition and the milestone-based earnout are subject to a lock-up period of three (3) years from the date of signing of the share purchase agreement (21 May 2026). During this period, such shares may not be sold, pledged or otherwise transferred.

In connection with the set-off issue relating to Vilect AS, the reinvesting sellers are generally subject to a lock-up period of six (6) months from the closing date (24 February 2026), during which period the shares may not be sold, pledged or otherwise disposed of. Notwithstanding the foregoing, shares issued to Almeland Invest AS are subject to an extended lock-up period of thirty-six (36) months from the closing date (24 February 2026), with one-third (1/3) of such shares being released on each of the dates falling twelve (12), twenty-four (24) and thirty-six (36) months after the closing date.

In connection with the set-off issue relating to Plorea Holding AS, the shares issued are subject to a lock-up period of three (3) years from the closing date (13 January 2026). However, after eighteen (18) months from the closing date, i.e. from 13 July 2027, each seller may transfer up to twenty (20) per cent of the shares originally received by such seller.

In connection with the set-off issue relating to Regnskapene AS, the reinvesting sellers are subject to a lock-up period of three (3) years from the closing date (2 January 2026). However, after eighteen (18) months from the closing date, i.e. from 2 July 2027, each reinvesting seller may transfer up to twenty (20) per cent of the shares originally received by such seller.

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**About Done.ai**

Small businesses run on too many systems. Done.ai is built to fix that.

Done.ai is building the unified operating system for Nordic small and medium-sized enterprises. Through the Done Operating System, Done OS, the company aims to bring together business software, operations and embedded financial services into a single, AI-driven platform that covers the full operational workflow from first customer contact to final accounting entry.

The Done OS is structured across three integrated layers. (1) Business Tools covers everything a modern SME needs to run its operations: platform intelligence, CRM and customer growth, operations and delivery and people management. (2) Financial Services sits natively alongside, offering payment management, credit management, and cash management including corporate card and spend. (3) Operational services including accounting and marketing extend the platform into execution, ensuring that data-driven insights are translated into compliant financials and scalable customer growth and relationships within the same ecosystem.

The result is a platform where every workflow, every transaction and every business decision connects.

Done.ai reaches the Nordic SME market through two complementary channels: its own customer base and an exclusive distribution agreement with Finago, one of the leading ERP software providers in the Nordics.

The company is headquartered in Sweden and listed on Nasdaq First North Growth Market under the ticker DONE.