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DistIT resolves on a fully guaranteed rights issue of approximately SEK 106 million and publishes preliminary financial information for the second quarter 2025

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 106 million with preferential rights for the Company's existing shareholders (the "Rights Issue"). The Rights Issue is fully guaranteed through subscription and guarantee commitments, corresponding to 100 percent of the total issue proceeds, by certain existing shareholders. The Rights Issue is conditional upon approval by an extraordinary general meeting scheduled to be held on 10 September 2025 (the "Extraordinary General Meeting"). The notice to the Extraordinary General Meeting will be published by way of a separate press release. In order to ensure the financing needs until the Rights Issue is completed, the Company has taken up a bridge loan of approximately SEK 32.2 million from certain existing shareholders. In connection with the Rights Issue, the Company is announcing preliminary financial information for Q2 2025.

Summary

- The purpose of the Rights Issue is to strengthen the Company's liquidity in its ongoing operations and enable repayment of the advance payment received upon the sale of Deltaco Baltics earlier this year, which was later cancelled. In the previous rights issue in June 2025, the Company's capital structure was improved as approximately half of the bonds were converted into shares. However, this conversion did not provide any liquidity injection, which continues to pose a challenge for the Company. Against this background, the Company is now carrying out the Rights Issue.
- Anyone who, on the record date of 12 September 2025, is registered as a shareholder in DistIT will receive one (1) subscription right for each existing share. One (1) subscription right entitles the holder to subscribe for two (2) new shares. The Rights Issue comprises a maximum of 623,787,222 shares and if the Rights Issue is fully subscribed, the Company's share capital will increase by SEK 106,043,827.74.

- The subscription period runs from and including 16 September 2025 to and including 30 September 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 30 September 2025. The board of directors also has the right to extend the time of payment.
- The subscription price amounts to SEK 0.17 per share.
- Trading in subscription rights will take place on Nasdaq First North Premier Growth Market during the period 16 September 2025 through 25 September 2025.
- Assuming that the Rights Issue is fully subscribed, the Company will receive proceeds of approximately MSEK 106 before issue costs.
- Shareholders who do not participate in the Rights Issue will have their shareholding diluted by up to 66.7 percent, but will have the opportunity to financially compensate for the dilution by selling their subscription rights.
- The Rights Issue is covered to approximately 32.7 percent of subscription commitments and to approximately 67.3 percent by guarantee commitments. Accordingly, the Rights Issue is fully guaranteed through subscription and guarantee commitments, corresponding to 100 percent of the Rights Issue
- A number of existing shareholders, representing approximately 62.8 percent of the total number of votes in the Company as of 8 August 2025, have expressed their support for the Rights Issue and have entered into voting commitments.
- The board of directors' resolution on the Rights Issue is subject to approval by the Extraordinary General Meeting on 10 September 2025. The resolution on the Rights Issue is subject to and conditional upon the limits of the share capital in the articles of association being changed and the proposal for reduction of share capital being adopted in accordance with the board of directors' proposal to the Extraordinary General Meeting. Notice to the Extraordinary General Meeting will be published through a separate press release.
- In order to ensure the financing needs until the Rights Issue is completed, the Company has taken up a bridge loan of approximately MSEK 32.2 from certain existing shareholders.
- In connection with the transaction, the Company has chosen to communicate preliminary financial information for the second quarter 2025. Net sales for the period 1 April – 30 June 2025 amounted preliminarily to approximately MSEK 244.0 (382.3), the gross margin amounted preliminarily to approximately 1.5 (12.6) percent and the operating result (EBITA) amounted preliminarily to approximately MSEK -80.7 (-76.2). EBITA and gross margin have been affected by items of a one-time nature of approximately MSEK 50.9. Adjusted for these items, the gross margin amounts to 22.4 percent. Cash and cash equivalents as of 30 June 2025 amounted preliminarily to approximately MSEK 25.4 (30.4).

Background and motives

The purpose of the Rights Issue is to strengthen the Company's liquidity in its ongoing operations and enable repayment of the advance payment received upon the sale of Deltaco Baltics earlier this year, which was later cancelled. In the previous rights issue in June 2025, the Company's capital structure was improved as approximately half of the bonds were converted into shares. However, this conversion did not provide any liquidity injection, which continues to pose a challenge for the Company. Against this background, the Company is now carrying out the Rights Issue.

Upon full subscription of the Rights Issue, the Company will receive approximately MSEK 106 before deduction of issue costs, which are expected to amount to approximately MSEK 1. The net proceeds thus amount to approximately MSEK 105.

The expected net liquidity will be used for repayment of the bridge loan of approximately MSEK 32, repayment of the advance payment for the non-completed sale of Deltaco Baltics of approximately MSEK 28 and for the Company's ongoing operations, mainly product purchases to meet customer demand of approximately MSEK 45.

Terms of the Rights Issue

Anyone who, on the record date of 12 September 2025, is registered as a shareholder in DistIT will receive one (1) subscription right for each existing share. One (1) subscription right entitles the holder to subscribe for two (2) new shares. The last day of trading in DistIT's shares including the right to participate in the Rights Issue is 10 September 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 also subscribed for shares by exercising subscription rights, regardless of whether they were registered as shareholders on the record date or not, pro rata in relation to the number of shares that each subscriber has subscribed for by exercising subscription rights, and to the extent that this cannot be done, by drawing lots;
- b) secondly, if not all shares are allocated in accordance with the above, allocation shall be made to those who have expressed an interest in subscribing for shares without preferential rights and, in the event of oversubscription, in proportion to the number of shares specified in each subscription application, and, to the extent that this cannot be done, by drawing lots; and
- c) thirdly and finally, allocation of shares subscribed for without subscription rights shall be made to those who have entered into guarantee commitments in their capacity as underwriters. In the event that allocation to these cannot be made in full, allocation shall be made in proportion to the amount that each has guaranteed for subscription and, to the extent that this cannot be done, by drawing lots.

The subscription period runs from and including 16 September 2025 to and including 30 September 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 30 September 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 16 September 2025 through 25 September 2025. Trading in paid subscribed shares (BTA) is expected to take place from and including 16 September 2025 until and including 15 October 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 0.17 per share. The Rights Issue comprises a maximum of 623,787,222 shares and if the Rights Issue is fully subscribed, the Company's share capital will increase by SEK 106,043,827.74. Assuming that the Rights Issue is fully subscribed, the Company will receive proceeds of approximately MSEK 106 before issue costs.

In order to carry out the Rights Issue at the specified subscription price, it is required that the Company's share capital is reduced to lower the quota value of the Company's shares. The board of directors of the Company has therefore proposed that the Extraordinary General Meeting, where the board's resolution on the Rights Issue is to be approved, resolves to reduce the Company's share capital through a transfer to non-restricted equity by SEK 9,356,808.33, from SEK 62,378,722.20 to SEK 53,021,913.87 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 159,065,741.61 and the number of shares to 935,680,833. If the Rights Issue is fully subscribed, this will result in a dilution effect of approximately 66.7 percent of the number of shares and votes for shareholders not participating in the Rights Issue.

Subscription, guarantee and voting commitments

The Company has received subscription commitments from Anders Bladh (Chairman of the Board), Per Kaufmann (Board member and Chief Executive Officer), Tomas Fällman (CFO) and Martin Gutberg (Deputy Chief Executive Officer) as well as the existing shareholders madHat AB, Måns Flodberg and Tedde Jeansson (privately and through company) of approximately MSEK 34.7, corresponding to approximately 32.7 percent of the Rights Issue. In addition, the Company has received guarantee commitments from the existing shareholders madHat AB and Måns Flodberg (through the company Tenesta Holding AB) of approximately MSEK 71.3, corresponding to approximately 67.3 percent of the Rights Issue. The Rights Issue is thus covered in total by 100 percent of subscription and guarantee commitments.

No compensation is paid for subscription and guarantee commitments. The subscription and guarantee commitments are not secured by bank guarantees, blocked funds, pledges or similar arrangements. More detailed information regarding the parties that have entered into subscription and guarantee commitments will be available in the Information Document (as defined below).

A number of existing shareholders, representing approximately 62.8 percent of the total number of votes in the Company as of 8 August 2025, have expressed their support for the Rights Issue and have entered into voting commitments.

Information document

No prospectus will be prepared in connection with the Rights Issue. The Company will prepare and publish an information document (the "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 12 September 2025.

Extraordinary General Meeting

The board of directors' resolution on the Rights Issue is subject to approval by the Extraordinary General Meeting on 10 September 2025. The resolution on the Rights Issue is subject to and conditional upon the limits of the share capital in the articles of association being changed and the proposal for reduction of share capital being adopted in accordance with the board of directors' proposal to the Extraordinary General Meeting. Notice to the Extraordinary General Meeting will be published through a separate press release.

Preliminary timetable for the Rights Issue

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

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| Resolution on rights issue and notice to an extraordinary general meeting | 8 August 2025 |
| Extraordinary General Meeting to approve the Rights Issue, amendment of the articles of association and reduction of share capital | 10 September 2025 |
| Last day of trading in the share, including the right to receive subscription rights | 10 September 2025 |
| First day of trading in the share, excluding the right to receive subscription rights | 11 September 2025 |
| Publication of information document | 12 September 2025 |
| Record date for the right to receive subscription rights | 12 September 2025 |
| Trading in subscription rights | 16 September – 25 September 2025 |
| Subscription period | 16 September – 30 September 2025 |
| Trading in paid subscribed shares (BTA) | 16 September – 15 October 2025 |
| Publication of the outcome of the Rights Issue | 2 October 2025 |

The bridge loan

In order to ensure the financing needs until the Rights Issue is completed, the Company has taken up a bridge loan of approximately MSEK 32.2 from the shareholders madHat AB, Måns Flodberg and Anders Bladh. The bridge loan bears no interest and does not entail any other costs for the Company. The loan amount will be repaid with the proceeds from the Rights Issue or offset against new shares that have been subscribed for in the Rights Issue.

Preliminary financial information for Q2 2025

In connection with the transaction, the Company has chosen to communicate preliminary financial information for the second quarter 2025. Net sales for the period 1 April – 30 June 2025 amounted preliminarily to approximately MSEK 244.0 (382.3), the gross margin amounted preliminarily to approximately 1.5 (12.6) percent and the operating result (EBITA) amounted preliminarily to approximately MSEK -80.7 (-76.2). EBITA and gross margin have been affected by items of a one-time nature of approximately MSEK 50.9. Adjusted for these items, the gross margin amounts to 22.4 percent. Cash and cash equivalents as of 30 June 2025 amounted preliminarily to approximately MSEK 25.4 (30.4).

Advisors

Advokatfirman Schjødt is legal advisor to the Company 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 2025-08-08 17:30 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 fully guaranteed rights issue of approximately SEK 106 million and publishes preliminary financial information for the second quarter 2025](#)