

VALUNO GROUP RESOLVES ON A SET-OFF ISSUE OF APPROXIMATELY SEK 37.5 MILLION

The Board of Directors of Valuno Group AB (the “Company” or “Valuno Group”) has today, pursuant to the authorisation granted by the Annual General Meeting held on 6 December 2024, resolved on a set-off issue of shares amounting to approximately SEK 37.5 million (the “Set-off Issue”). The Set-off Issue settles part of the re-payment of the promissory note that was issued in connection with the completion of the acquisition of Intergiro’s technical banking platform from Citigiro Holding AB (“Citigiro”) (the “Acquisition”) as announced through a press release on 17 September 2025. In total, the Board of Directors has resolved to issue 50,675,675 new shares at a subscription price of SEK 0.74 per share, corresponding to a 15 percent premium compared to the volume-weighted average share price (VWAP) for the 30 trading days preceding the day of the Acquisition. Citigiro has subscribed for, and been allotted, all shares in the Set-off Issue.

As announced on 17 September 2025, Valuno Group has entered into an agreement to acquire the technical banking platform developed and operated by Intergiro (Intergiro Intl AB) from Citigiro. The platform was previously acquired by Citigiro from Intergiro’s bankruptcy estate. In connection with the completion of the Acquisition, the Company issued a promissory note to Citigiro amounting to approximately SEK 50.0 million of which approximately 37.5 million was to be set off against new shares in the Company. The Board of Directors has therefore, today, resolved on the Set-off Issue to repay part of the promissory note. Citigiro has subscribed for, and been allotted, all shares in the Set-off Issue.

Deviation from the shareholders' preferential rights

The reason for deviating from the shareholders' preferential rights in the Set-off Issue is to fulfil the Company's obligations to Citigiro as a result of the Acquisition. The Board of Directors also considers that it is in favour of the Company's financial position and in the interest of the shareholders to pay part of the promissory note issued in connection with the completion of the Acquisition in the form of newly issued shares instead of cash payment as it releases funds that strengthen the Company's working capital.

The subscription price in the Set-off Issue has been determined by the Board of Directors through arm's length negotiations with Citigiro and by analysing a number of market factors such as the Company's financing needs, alternative cost of other financing and assessed market interest for an investment in the Company. The subscription price corresponds to a 15 percent premium compared to the volume-weighted average share price (VWAP) for the 30 trading days preceding the day of the Acquisition. is the Board of Directors' assessment, based on the above factors, that the subscription price in the Set-off Issue reflects current market conditions and current demand. Against this background, the Board of Directors considers the subscription price to be on market terms.

Number of shares and share capital

As a result of the Set-off Issue the Company's share capital will increase by SEK 506,756.75 through the issuance of 50,675,675 new shares, entailing a dilution of approximately 26.6 percent

of the total number of shares and votes in the Company (based on the number of shares and votes following the Set-off Issue).

For further information, please contact:

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Valuno Group Valuno is a Swedish fintech company with a vision of a borderless economy where cryptocurrencies and digital payments are seamlessly integrated into everyday life. The company offers solutions for crypto payments, digital wallets, and related financial services. Valuno has been listed on NGM Nordic SME since July 2019. For more information, visit www.investor.valuno.com.