

VALUNO GROUP RESOLVES ON A SHARE ISSUE OF APPROXIMATELY SEK 10.0 MILLION

THIS PRESS RELEASE IS NOT FOR RELEASE, DISTRIBUTION OR PUBLICATION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, BELARUS, HONG KONG, JAPAN, CANADA, NEW ZEALAND, RUSSIA, SINGAPORE, SOUTH AFRICA, SOUTH KOREA, OR IN ANY OTHER JURISDICTION WHERE SUCH RELEASE, DISTRIBUTION OR PUBLICATION WOULD BE UNLAWFUL OR REQUIRE ADDITIONAL REGISTRATION OR OTHER MEASURES. SEE THE "IMPORTANT INFORMATION" SECTION AT THE END OF THIS PRESS RELEASE.

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 share issue of approximately SEK 10.0 million to RGB Os Ltd ("RGB") (the "Share Issue"). The Share Issue consists of a total of 5,649,718 new shares at a subscription price of SEK 1.77 per share, which corresponds to the volume-weighted average share price (VWAP) for the Company's share on Nordic SME during the period from and including 19 November 2025 until and including 25 November 2025, which also represents a premium of 35.9 percent compared to the closing price on 27 November 2025. The Share Issue is made to strengthen the Company's financial position and create conditions to scale the business in accordance with the plan presented by the management. Through the Share Issue, the Company receives SEK 10.0 million before transaction costs. RGB has undertaken to subscribe for all shares in the Share Issue.

The Board of Directors of the Company has today, on 28 November 2025, pursuant to the authorisation granted by the Annual General Meeting held on 6 December 2024, resolved on the Share Issue. The Share Issue is implemented to further strengthen the Company's financial position and create conditions to scale the business in accordance with the plan presented by the management. Through the Share Issue, the Company receives SEK 10.0 million before transaction costs.

RGB has undertaken to subscribe for all shares in the Share Issue. The subscription undertaking is not secured by bank guarantees, escrow accounts, pledge or similar arrangements.

The outcome of the Share Issue is expected to be announced around 8 December 2025.

Information regarding RGB (Utexo)

Utexo (www.utexo.com) is a private stablecoin engine within the Bitcoin ecosystem.

Utexo is building a non-custodial solution that uses RGB and Lightning to enable lightning-fast inflows and outflows between fiat and USDT. With Tether — the global leader in stablecoins — as an investor, and a technology platform designed for high volume, regulatory compliance, and instantaneous transactions, Utexo makes it possible to take the next step in wallet-based payments. The result is stable, borderless real-time payment flows where users retain their privacy while full traceability and security are maintained.

Deviation from the shareholders' preferential rights

The Board of Directors has considered the possibility of raising capital through a rights issue and made the assessment, based, *inter alia*, on discussions with some of the Company's larger shareholders, that there are currently insufficient conditions to carry out a rights issue in a manner that would be advantageous for the Company and the shareholders. A rights issue would also be significantly more time- and resource-intensive, particularly as a result of work and costs related to underwriting procurement and underwriting fees. Through intensive work by the Company, the Share Issue can be carried out in a time- and cost-effective manner, with what the Board of Directors assesses as a good result. Reduced time consumption enables flexibility for potential investment opportunities in the short term, contributes to reduced exposure to fluctuations in the share price on the stock market, and enables the possibility to take advantage of the current interest that exists for the Company's share. Another aspect that speaks in favour of choosing a directed new issue is that a rights issue would most likely have had to be carried out at a not insignificant discount, which would lead to even greater dilution effects for the Company's existing shareholders, which is avoided with a directed new issue where the subscription price has been set at SEK 1.77, which corresponds to the volume-weighted average share price (VWAP) for the Company's share on Nordic SME during the period from and including 19 November 2025 until and including 25 November 2025, which also represents a premium of 35.9 percent compared to the closing price on 27 November 2025. From a shareholder perspective, a rights issue at a significant discount also entails a risk of a negative effect on the share price in connection with the implementation of the rights issue. Against this background, the Board of Directors' overall assessment is that it is in the interests of the Company and its shareholders to carry out the Share Issue with deviation from the main rule regarding shareholders' preferential rights.

Prior to the resolution on the Share Issue, the Board of Directors has placed great emphasis on ensuring that the subscription price is market-based in relation to the prevailing share price. The price per share in the Share Issue has been determined by the Board of Directors after arm's length negotiations with the investor, whereby the Board of Directors has considered several factors such as market conditions, the Company's financing needs and alternative cost of other financing and assessed market interest for an investment in the Company. The subscription price in the Share Issue has been set at SEK 1.77, which corresponds to the volume-weighted average share price (VWAP) for the Company's share on Nordic SME during the period from and including 19 November 2025 until and including 25 November 2025, which also represents a premium of 35.9 percent compared to the closing price on 27 November 2025. The Board of Directors' assessment is therefore that the subscription price in the Share Issue is on market terms and thus reflects prevailing market conditions and investor 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 Share Issue the Company's share capital will increase by SEK 56,497.18 through the issuance of 5,649,718 new shares, entailing a dilution of approximately 2.60 percent of the total number of shares and votes in the Company (based on the number of shares and votes following the Share Issue).

For further information, please contact:

Peter Liljeroos, Chairman of the Board, Valuno Group AB (publ)

+ 4610 222 53 33

investor@valuno.com

About Valuno Group AB

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.

Important information

The release, announcement or distribution of this press release may, in certain jurisdictions, be subject to restrictions and the recipients of this press release in jurisdictions where this press release has been published or distributed shall inform themselves of and follow such restrictions. The recipient of this press release is responsible for using this press release, and the information contained herein, in accordance with applicable rules in each jurisdiction. This press release does not constitute an offer, or a solicitation of any offer, to buy or subscribe for any securities in the Company in any jurisdiction, neither from the Company nor from someone else.

This announcement does not a prospectus for the purposes of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. A prospectus will not be prepared in connection with the Directed Share Issue. This press release does not identify or purport to identify risks (direct or indirect) that may be associated with an investment in the Company. The information in this press release is only intended to describe the background to the Directed Share Issue and does not claim to be complete or exhaustive.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the US Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into the United States, Australia, Belarus, Hong Kong, Japan, Canada, New Zealand, Russia, Singapore, South Africa, South Korea or any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable law or where such action is subject to legal restrictions or would require additional registration or other measures than what is required under Swedish law. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations

This information is information that Valuno Group AB 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 2025-11-28 14:46 CET.