

## NOTICE OF EXTRAORDINARY GENERAL MEETING AND FIRST CONTROL MEETING

The shareholders of Valuno Group AB (publ), reg. no. 559066-2093 (the "Company"), are hereby convened to an extraordinary general meeting, also serving as the first control meeting, on Wednesday, 5 August 2026 at 15:00 (CET) at the Company's premises at Kommendörsgatan 30, 114 48 Stockholm, Sweden.

### RIGHT TO PARTICIPATE AND REGISTRATION

The right to participate in the meeting is granted to those who:

1. are registered in the share register maintained by Euroclear Sweden AB on Wednesday, 23 July 2026, and
2. have notified the Company of their intention to attend no later than Friday, 31 July 2026, by mail to Valuno Group AB (publ), Kommendörsgatan 30, 114 48 Stockholm, Sweden, or by email to [investor@valuno.com](mailto:investor@valuno.com). The notification shall include the shareholder's name or company name, personal identity number or corporate registration number, address, telephone number, number of shares held, and any assistants (maximum two).

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee must, in order to participate in the extraordinary general meeting and exercise their voting rights, temporarily re-register their shares in their own name in the share register maintained by Euroclear Sweden AB (so-called voting rights registration). The share register prepared as of the record date of 23 July 2026 will take into account voting rights registrations completed no later than 23 July 2026. Shareholders should therefore contact their nominee well in advance to request such re-registration.

### Proxies

Shareholders represented by a proxy must issue a power of attorney for such proxy. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration of the legal entity, evidencing the authority to issue the power of attorney, must be enclosed. The original power of attorney and any certificate of registration should be submitted well in advance of the meeting to Valuno Group AB (publ), Kommendörsgatan 30, 114 48 Stockholm, Sweden, or by email to [investor@valuno.com](mailto:investor@valuno.com). A power of attorney may not be older than one year unless a longer period of validity is stated therein (maximum five years). A proxy form is available on the Company's website, [investor.valuno.com](http://investor.valuno.com).

### PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairperson of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to approve the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the control balance sheet and the auditor's statement thereon, and documents pursuant to Chapter 25, Section 4 of the Swedish Companies Act
8. Resolution on whether the Company shall continue its operations or enter into liquidation (first control meeting)

9. Resolution on a set-off issue of shares to Netgraph Project Management Services
10. Resolution on a set-off issue of shares to Interlace Sweden AB (related party transaction)
11. Other matters
12. Closing of the meeting

## **ITEM 7 – PRESENTATION OF THE CONTROL BALANCE SHEET**

The Board of Directors has resolved to prepare a control balance sheet in accordance with Chapter 25, Section 13 of the Swedish Companies Act (2005:551) (the "Companies Act"). The control balance sheet is currently being prepared and will be reviewed by the Company's auditor, the authorised public accountant Mikael Köver. The control balance sheet and the auditor's statement thereon will be made available on the Company's website investor.valuno.com no later than 22 July 2026 and will be sent free of charge to shareholders who so request. The control balance sheet and the auditor's statement will be presented at the meeting.

## **ITEM 8 – RESOLUTION ON WHETHER THE COMPANY SHALL CONTINUE ITS OPERATIONS OR ENTER INTO LIQUIDATION (FIRST CONTROL MEETING)**

### **Scenario A – The control balance sheet shows that the equity does not fall below half of the registered share capital**

If the control balance sheet shows that the equity does not fall below half of the registered share capital, the meeting shall note this fact. The question of liquidation will then not arise and the meeting will proceed with the remaining items on the agenda.

### **Scenario B – The control balance sheet shows that the equity falls below half of the registered share capital**

If the control balance sheet shows that the equity falls below half of the registered share capital, the meeting shall constitute a first control meeting in accordance with Chapter 25, Section 15 of the Companies Act. The meeting shall then consider whether the Company should enter into liquidation. The meeting has two alternatives:

#### **Alternative 1 – The Board of Directors proposes in the first instance: resolution to continue operations utilising the grace period**

The meeting resolves not to immediately enter into liquidation but instead to utilise the so-called grace period pursuant to Chapter 25, Section 16 of the Companies Act. This entails the following:

- i. The Company is granted eight (8) months from the date of this first control meeting to restore the equity to an amount equal to at least the full registered share capital. It is not sufficient to restore the equity to only half of the share capital.
- ii. The Board of Directors shall, prior to the second control meeting, prepare a new control balance sheet and have it reviewed by the Company's auditor.
- iii. A second control meeting shall be held within eight months of this meeting to again consider the question of liquidation. If the equity has been restored to at least the registered share capital at that time, the obligation to enter into liquidation shall cease.
- iv. If the equity has not been restored at the second control meeting and the meeting does not resolve to enter into liquidation, the Board of Directors is obliged to apply to the general court for compulsory liquidation within two weeks.

The Board of Directors intends, provided the meeting selects Alternative 1, to immediately take measures to restore the equity. The set-off issues proposed under items 9 and 10 of this agenda constitute the first such restoration measures and are intended to contribute to remedying the capital deficiency.

## **Alternative 2 – The Board of Directors proposes in the second instance: resolution on liquidation**

Notwithstanding the primary proposal to continue operations, the Board of Directors is required under the Companies Act (2005:551) to prepare a complete proposal for a resolution on liquidation to be presented to the meeting. The meeting resolves that the Company shall enter into liquidation in accordance with Chapter 25 of the Companies Act. The Company will thereafter be wound up in an orderly manner under the direction of a liquidator.

## **ITEM 9 – SET-OFF ISSUE OF SHARES TO NETGRAPH PROJECT MANAGEMENT SERVICES**

### **Background and reasons**

Valuno Group AB has an outstanding debt to Netgraph Project Management Services, a company registered in Dubai, UAE, with registration number 935810 and registered office at Aspin Commercial Tower, 104, Sheikh Zayed Road, Trade Centre 1, Jumeirah, Dubai, UAE ("Netgraph"). The Board of Directors proposes that the meeting resolves on a directed set-off issue whereby part of Netgraph's claim against the Company is set off against newly issued shares. The reason for deviating from the shareholders' pre-emption rights is to enable debt restructuring that strengthens the Company's balance sheet and capital structure without placing a burden on liquidity, and thereby contributing to restoring the Company's equity within the framework of the grace period that may arise pursuant to item 8 above.

### **Subscription price and market conformity**

The subscription price shall correspond to the volume-weighted average price (VWAP) of the Company's share on NGM Nordic SME during the period 22 June – 10 July 2026 (15 trading days), however no less than SEK 0.10 per share. The subscription price has been determined by the Board of Directors through analysis of a number of market factors, including the Company's financing needs, the opportunity cost of alternative financing, the size of the claim being set off, and the assessed market interest in an investment in the Company. It is the assessment of the Board of Directors, based on the above factors, that the subscription price reflects prevailing market conditions and prevailing demand. Accordingly, the Board of Directors considers the subscription price to be market-conform. The exact subscription price will be announced separately via press release after the end of the period on 10 July 2026.

### **Terms and conditions**

1. Number of new shares: 100,000,000 shares
2. Subscription price: As set out above, however no less than SEK 0.10 per share
3. Payment: Payment for the subscribed shares shall be made by way of set-off of part of Netgraph's claim against the Company, corresponding to the aggregate subscription proceeds resulting from the subscription price determined in accordance with the above. The remaining part of the claim shall remain unchanged.
4. Dilution: The issue entails a dilution of approximately 31.5 percent of the number of shares and votes based on the existing number of shares of 217,638,977 (calculated as new shares in relation to the total number of shares following this issue). Following full subscription under items 9 and 10, Netgraph will hold approximately 23.9 percent of the total number of shares and votes

in the Company.

5. Increase in share capital: The share capital will be increased by an amount corresponding to the par value of 100,000,000 shares.

The Board of Directors' complete account pursuant to Chapter 13, Section 7 of the Companies Act and the auditor's statement pursuant to Chapter 13, Section 8 of the Companies Act will be made available on the Company's website no later than 22 July 2026.

*For a valid resolution under this item, the proposal must be supported by shareholders holding at least two-thirds (2/3) of both the votes cast and the shares represented at the meeting.*

## **ITEM 10 – SET-OFF ISSUE OF SHARES TO INTERLACE SWEDEN AB (RELATED PARTY TRANSACTION)**

### **Disclosure of related party transaction**

Interlace Sweden AB is a company 80 percent owned by Jörgen Eriksson, Chairman of the Board of Valuno Group AB. The transaction therefore constitutes a related party transaction in accordance with Chapter 16 of the Companies Act. Jörgen Eriksson has a conflict of interest and has not participated in the Board of Directors' preparation or resolution regarding this proposal. The decision to propose the issue has been made by the remaining members of the Board of Directors.

The approval of the transaction by the meeting is a statutory requirement for the issue to be valid.

### **Background and reasons**

Valuno Group AB has an outstanding debt to Interlace Sweden AB. The Board of Directors proposes that the meeting resolves on a directed set-off issue whereby part of Interlace Sweden AB's claim against the Company is set off against newly issued shares. The reason for deviating from the shareholders' pre-emption rights is to enable debt restructuring that strengthens the Company's balance sheet and capital structure without placing a burden on liquidity, and thereby contributing to restoring the Company's equity within the framework of the grace period that may arise pursuant to item 8 above.

### **Subscription price and market conformity**

The subscription price shall correspond to the volume-weighted average price (VWAP) of the Company's share on NGM Nordic SME during the period 22 June – 10 July 2026 (15 trading days), however no less than SEK 0.10 per share. The subscription price has been determined by the Board of Directors — with the exception of the conflicted Chairman Jörgen Eriksson — through arm's length negotiations with Interlace Sweden AB and through analysis of a number of market factors, including the Company's financing needs, the opportunity cost of alternative financing, the size of the claim being set off, and the assessed market interest in an investment in the Company. It is the assessment of the Board of Directors, based on the above factors, that the subscription price reflects prevailing market conditions and prevailing demand. Accordingly, the Board of Directors considers the subscription price to be market-conform and that the transaction is conducted on terms consistent with market conditions. The exact subscription price will be announced separately via press release after the end of the period on 10 July 2026.

## **Terms and conditions**

1. Number of new shares: 100,000,000 shares
2. Subscription price: As set out above, however no less than SEK 0.10 per share
3. Payment: Payment for the subscribed shares shall be made by way of set-off of part of Interlace Sweden AB's claim against the Company, corresponding to the aggregate subscription proceeds resulting from the subscription price determined in accordance with the above. The remaining part of the claim shall remain unchanged.
4. Dilution: The issue entails, together with the issue under item 9, a total dilution of approximately 47.9 percent based on the existing number of shares of 217,638,977, meaning that existing shareholders will hold approximately 52.1 percent of the Company following full subscription under items 9 and 10.
5. Increase in share capital: The share capital will be increased by an amount corresponding to the par value of 100,000,000 shares.

The Board of Directors' complete account pursuant to Chapter 13, Section 7 of the Companies Act and the auditor's statement pursuant to Chapter 13, Section 8 of the Companies Act will be made available on the Company's website no later than 22 July 2026.

*For a valid resolution under this item, as it concerns a related party transaction pursuant to Chapter 16 of the Companies Act, the proposal must be supported by shareholders holding at least nine-tenths (9/10) of both the votes cast and the shares represented at the meeting.*

## **SHARE CAPITAL AND NUMBER OF SHARES**

At the time of this notice, the total number of shares and votes in the Company amounts to 217,638,977. The Company holds no treasury shares. The Company's share capital amounts to SEK 2,176,389.77.

Upon full subscription under items 9 and 10, the number of shares will amount to 417,638,977 shares, which falls within the interval stipulated in the articles of association of no less than 200,000,000 and no more than 800,000,000 shares.

## **SHAREHOLDERS' RIGHT TO INFORMATION**

Upon request by a shareholder, and if the Board of Directors considers that it can be done without material harm to the Company, the Board of Directors and the CEO shall provide information on matters that may affect the assessment of an item on the agenda, matters that may affect the assessment of the Company's or a subsidiary's financial situation, and the Company's relationship with another company within the group.

## **AVAILABLE DOCUMENTS**

Complete proposals and other documents will be made available at the Company's office and on the website [investor.valuno.com](http://investor.valuno.com) no later than two weeks prior to the extraordinary general meeting, i.e. no later than 22 July 2026. The documents will also be sent free of charge to shareholders who so request and provide their address. All documents will be presented at the meeting.

The following documents will be made available:

- i. Control balance sheet with the auditor's review statement
- ii. The Board of Directors' account for the set-off issue to Netgraph Project Management Services (Chapter 13, Section 7 of the Companies Act)
- iii. The auditor's statement regarding the set-off issue to Netgraph Project Management Services (Chapter 13, Section 8 of the Companies Act)
- iv. The Board of Directors' account for the set-off issue to Interlace Sweden AB (Chapter 13, Section 7 of the Companies Act)
- v. The auditor's statement regarding the set-off issue to Interlace Sweden AB (Chapter 13, Section 8 of the Companies Act)
- vi. Proxy form

## **PROCESSING OF PERSONAL DATA**

For information on how personal data is processed in connection with the general meeting, please refer to Euroclear Sweden AB's privacy policy, available at [www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf](http://www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf).

*NOTE. This notice has been prepared in Swedish and English. In the event of any discrepancies between the versions, the Swedish version shall prevail.*

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### **For further information, please contact:**

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### **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](http://www.investor.valuno.com).

*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 2026-06-26 18:32 CEST.*