Goobit resolves on a rights issue of units of approximately SEK 25.1 million covered to 100 percent by subscription commitments and underwriting commitments

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The Board of Directors of Goobit Group AB (publ) ("Goobit" or the "Company") has today, 14 September 2026, subject to approval by the Annual General Meeting on 15 October 2026, resolved to carry out a new issue of units with preferential rights for the Company's existing shareholders of approximately SEK 25.1 million (the "Rights Issue"). Each unit consists of seventeen (17) shares and one (1) warrant of series TO 2. The subscription price amounts to SEK 0.34 per unit, corresponding to SEK 0.02 per share. The subscription period runs from and including 22 October 2026 up to and including 5 November 2026. The Company has received subscription commitments amounting to a total of approximately SEK 15.0 million, corresponding to approximately 59.7 percent of the Rights Issue, from the Company's CEO Gustav Buder through AB XXI Capital, CMO David Leeb through a company and Board member Christian Ander privately and through Blockchain AB, as well as a couple of the Company's larger shareholders. Of these subscription commitments, approximately SEK 13.8 million is intended to be fulfilled through set-off of claims against the Company. In addition, the Company has entered into an underwriting commitment amounting to a total of approximately SEK 7.6 million, corresponding to approximately 30.3 percent of the Rights Issue. The Company has also received a conditional subscription undertaking from the Company's Board member Christian Ander of up to approximately SEK 2.5 million, corresponding to up to approximately 10.0 percent of the Rights Issue. The conditional subscription undertaking will only be utilised to the extent required to cover the part of the Rights Issue that would otherwise not be subscribed for, however not exceeding the maximum amount of the undertaking. The Rights Issue is thereby covered to 100 percent by subscription commitments and the underwriting commitment. The net proceeds from the Rights Issue are primarily intended to be used to finance the completion, launch and commercialisation of Futureproof, a new savings platform for bitcoin, gold and interest-bearing assets, as well as market establishment in Sweden, including activation of the Company's existing customer base. The Board of Directors has also resolved to propose that the Annual General Meeting authorises the Board of Directors, in the event of oversubscription in the Rights Issue and to the extent the Board of Directors deems appropriate, to resolve on a directed new issue of units of up to approximately SEK 6.0 million (the "Over-Allotment Issue"). The Over-Allotment Issue is primarily intended to enable allocation to investors who have provided subscription undertakings in advance regarding

subscription without exercise of unit rights in the Rights Issue and who have not received full allocation corresponding to their undertakings and, to the extent there is remaining capacity, to satisfy additional demand from investors who have subscribed for units without exercise of unit rights in the Rights Issue. The Rights Issue and the Over-Allotment Issue are subject to approval and authorisation, respectively, by the Annual General Meeting on 15 October 2026. Notice of the Annual General Meeting will be published through a separate press release.

Summary

- The Rights Issue is carried out for the purpose of financing the completion, launch and commercialisation of Futureproof, a new savings platform for bitcoin, gold and interest-bearing assets, as well as strengthening the Company's financial position.
- Upon full subscription, the issue proceeds amount to approximately SEK 25.1 million, of which approximately SEK 13.8 million will be paid through set-off of existing claims against the Company and approximately SEK 11.3 million in cash, before deduction of issue costs. The cash issue costs are estimated to amount to approximately SEK 2.3 million, of which approximately SEK 0.8 million constitutes underwriting compensation.
- Upon full exercise of all warrants of series TO 2 that may be issued within the framework of the Rights Issue, the Company may receive additional proceeds of up to approximately SEK 8.9 million before deduction of issue costs.
- The subscription price amounts to SEK 0.34 per unit, corresponding to SEK 0.02 per share. The warrants are issued free of charge.
- The subscription period runs from and including 22 October 2026 up to and including 5 November 2026.
- The Rights Issue is covered to approximately 59.7 percent by subscription commitments and approximately 30.3 percent by the underwriting commitment, and in addition by a conditional subscription undertaking of up to approximately 10.0 percent. The Rights Issue is thereby covered to 100 percent by subscription commitments and the underwriting commitment.
- Neither the subscription commitments nor the underwriting commitment are secured by bank guarantee, blocked funds, pledges or similar arrangements, and there is therefore a risk that the commitments, in whole or in part, will not be fulfilled.
- The Rights Issue is subject to approval by the Annual General Meeting on 15 October 2026. The parties that have provided subscription commitments, together corresponding to approximately 42.8 percent of the votes in the Company, have undertaken to vote in favour of the Board of Directors' proposals.
- In the event of oversubscription in the Rights Issue, the Board of Directors may, provided that the Annual General Meeting on 15 October 2026 resolves on the authorisation proposed by the Board of Directors, resolve on the Over-Allotment Issue of up to approximately SEK 6.0 million at the subscription price in the Rights Issue.
- Complete terms and conditions and instructions for the Rights Issue are set out in the information document that will be published before the beginning of the subscription period.

Goobit's CEO Gustav Buder comments

"*Since the launch of BTCX in 2011, Goobit has built an established platform, extensive operational experience and a customer base of more than 250,000 registered customers. With Futureproof, we are now taking the next step in the Company's development by broadening our offering to a new savings platform where bitcoin is combined with gold and interest-bearing assets. The Rights Issue gives us the conditions to complete and launch Futureproof, activate our existing customer base and at the same time strengthen the balance sheet through the set-off of a significant portion of existing claims. Taken together, this creates a stronger platform for Goobit's continued development,"* comments Gustav Buder, CEO of Goobit.

Background and rationale

Goobit is a Swedish group operating within bitcoin and digital assets. The business has its roots in BTCX, which was launched in 2011, and today includes, among other things, trading and exchange of bitcoin as well as OTC trading with professional counterparties. The Company has its own technical infrastructure and its own compliance function. Since inception, more than 250,000 customers have opened accounts with BTCX.

As part of the Company's continued development, Goobit is developing Futureproof, a rules-based savings platform where bitcoin, gold and interest-bearing assets are combined in ready-made compositions with fixed target weights. The allocation follows rules that are known in advance and Futureproof does not make its own decisions regarding the customer's savings. Futureproof is intended to complement BTCX and builds further on the Company's existing technical infrastructure and operational experience. BTCX and Futureproof are brands within Goobit.

A prototype of Futureproof has been built and development of the technical platform is ongoing. The next steps include technical implementation, completion of the platform and preparations for commercial launch. According to the Company's current timetable, a beta will open in October 2026 and commercial launch will take place during the fourth quarter of 2026. Futureproof is designed to use regulated partners for relevant services requiring authorisation. For the crypto-asset services requiring authorisation within Futureproof, the Company's wholly owned subsidiary Goobit Blocktech AB has entered into an agreement with Kvarn Capital Ltd, an authorised crypto-asset service provider (CASP) supervised by the Finnish Financial Supervisory Authority (FIN-FSA). It is the Company's assessment that the planned launch, according to the Company's current launch model, is not dependent on the outcome of Goobit's own ongoing authorisation process under MiCA.

Against this background, the Board of Directors has, subject to approval by the Annual General Meeting, resolved on the Rights Issue, which is intended partly to strengthen the Company's financial position through reduced indebtedness as a result of the set-off of existing claims, and partly to provide capital for the completion, launch and commercialisation of Futureproof as well as the Company's continued regulatory work.

Use of proceeds

Upon full subscription in the Rights Issue, the Company will receive approximately SEK 25.1 million before deduction of issue costs. The cash issue costs are estimated to amount to approximately SEK 2.3 million, of which approximately SEK 0.8 million relates to underwriting compensation. Of the issue proceeds, approximately SEK 13.8 million is estimated to be paid through set-off of existing claims. After deduction of issue costs and set-off, the cash net proceeds are estimated to amount to approximately SEK 9.0 million.

The cash net proceeds are intended to finance the following activities, in order of priority:

- Product, technology and key recruitments, including completion and launch of Futureproof as well as recruitments within product development, market introduction, operations and compliance.
- Regulatory work, including the Company's authorisation process under MiCA as well as compliance and anti-money laundering measures.
- Market establishment and commercialisation, with a focus on Sweden, including activation of the existing customer base, marketing and preparations for direct sales to the corporate segment.
- Working capital for the Company's ongoing operations during the launch phase.

Upon full exercise of all warrants of series TO 2 within the framework of the Rights Issue, the Company may receive additional proceeds of up to approximately SEK 8.9 million before issue costs. The net proceeds from the warrants are intended to finance the following activities, in order of priority:

- Continued product development and scaling of Futureproof, including further development based on customer and user data.
- Continued commercialisation and market establishment, including customer acquisition and sales to the private and corporate segments.
- Preparations for continued geographical expansion as well as working capital.

Terms of the Rights Issue in summary

The Board of Directors of the Company has today, 14 September 2026, subject to approval by the Annual General Meeting on 15 October 2026, resolved to carry out the Rights Issue in accordance with the following principal terms:

- The Rights Issue comprises a maximum of 73,931,510 units, corresponding to a maximum of 1,256,835,670 shares and a maximum of 73,931,510 warrants of series TO 2.
- The subscription price amounts to SEK 0.34 per unit, corresponding to SEK 0.02 per share. The warrants are issued free of charge. No brokerage fee will be charged.
- Upon full subscription in the Rights Issue, the Company will receive approximately SEK 25.1 million before deduction of issue costs.

- Those who on the record date, 20 October 2026, are entered in the share register maintained by Euroclear Sweden AB are entitled to subscribe for units in the Rights Issue with preferential rights. Existing shareholders on the record date will receive one (1) unit right for each one (1) existing share. Five (5) unit rights entitle the holder to subscribe for one (1) unit. Each unit contains seventeen (17) shares and one (1) warrant of series TO 2.
- The last day of trading in the Company's share including the right to receive unit rights is 16 October 2026. The first day of trading in the Company's share excluding the right to receive unit rights is 19 October 2026.
- The subscription period in the Rights Issue runs from and including 22 October 2026 up to and including 5 November 2026. The Board of Directors has the right to extend the subscription period, which in such case will be announced through a press release no later than 5 November 2026.
- Trading in unit rights (UR) will take place on NGM Growth Market from and including 22 October 2026 up to and including 2 November 2026.
- Trading in paid subscribed units (BTU) will take place on NGM Growth Market from and including 22 October 2026 until the Rights Issue has been registered with the Swedish Companies Registration Office, which is estimated to occur around week 47.
- The outcome of the Rights Issue is expected to be announced through a press release around 5 November 2026.

If all units are not subscribed for through exercise of unit rights, allocation of the remaining units within the maximum amount of the Rights Issue shall be made in the following order: firstly, allocation of units subscribed for without exercise of unit rights shall be made to subscribers who have also subscribed for units through exercise of unit rights, regardless of whether the subscriber was a shareholder on the record date or not, and if full allocation cannot be made to these subscribers, allocation shall be made pro rata in relation to the number of units subscribed for through exercise of unit rights and, to the extent this cannot be done, by drawing lots; secondly, allocation of units subscribed for without exercise of unit rights shall be made to others who have subscribed for units without exercise of unit rights, and if full allocation cannot be made, allocation shall be made pro rata in relation to the number of units subscribed for by each subscriber and, to the extent this cannot be done, by drawing lots; and thirdly, allocation shall be made to underwriters in accordance with the terms of the issued underwriting commitments and, to the extent this cannot be done, by drawing lots.

Terms and conditions for the warrants of series TO 2

Each warrant of series TO 2 entitles the holder to subscribe for five (5) new shares in the Company during the period from and including 18 May 2027 up to and including 1 June 2027. The subscription price upon exercise of the warrants amounts to SEK 0.024 per share, corresponding to 120 percent of the subscription price per share in the Rights Issue. Upon full exercise of all warrants of series TO 2 issued within the framework of the Rights Issue, the Company may receive additional proceeds of approximately SEK 8.9 million before deduction of issue costs, which are estimated to amount to approximately SEK 0.4 million. The warrants of series TO 2 will be admitted to trading on NGM Growth Market after the Rights Issue has been registered with the Swedish Companies Registration Office. Complete terms and conditions for the warrants will be available on the Company's website, https://goobit.se.

Annual General Meeting

The Company will, through a separate press release later today, convene the Annual General Meeting. The Board of Directors proposes that the Annual General Meeting resolves on approval of the Rights Issue, amendment of the limits for the number of shares and the share capital in the Company's Articles of Association, authorisation for the Board of Directors to resolve on a new issue of units as underwriting compensation to the underwriter, as well as authorisation for the Board of Directors to resolve on the Over-Allotment Issue. The Annual General Meeting is intended to be held on 15 October 2026. The resolutions will be conditional upon each other in accordance with what is set out in more detail in the notice. Complete proposals and documents pursuant to the Swedish Companies Act will be set out in the notice and made available on the Company's website, https://goobit.se.

Subscription commitments, underwriting commitments and voting undertakings

Subject to the Annual General Meeting on 15 October 2026 approving the Rights Issue, certain existing shareholders, Board members and senior executives have undertaken to subscribe for units in the Rights Issue. The total subscription commitments amount to approximately SEK 15.0 million, corresponding to approximately 59.7 percent of the Rights Issue. Subscription commitments have been provided by the Company's CEO Gustav Buder through AB XXI Capital, CMO David Leeb through a company and Board member Christian Ander privately and through Blockchain AB, as well as a couple of the Company's larger shareholders. No compensation is payable for the subscription commitments entered into.

The parties that have provided subscription commitments have also undertaken to vote in favour of all of the Board of Directors' proposals to the Annual General Meeting pursuant to the preceding section. These parties together hold shares corresponding to approximately 42.8 percent of the votes in the Company.

Of the subscription commitments, approximately SEK 13.8 million is intended to be fulfilled through set-off of claims against the Company instead of through cash payment. The set-off will be made at the subscription price in the Rights Issue.

In addition to the subscription commitments, the Company has received a conditional subscription undertaking from the Company's Board member Christian Ander of up to approximately SEK 2.5 million, corresponding to up to approximately 10.0 percent of the Rights Issue. The conditional subscription undertaking will only be utilised to the extent that the Rights Issue would otherwise not be fully subscribed, however not exceeding the maximum amount of the undertaking. No compensation is payable for the conditional subscription undertaking.

In addition, the Company has entered into an underwriting commitment amounting to a total of approximately SEK 7.6 million, corresponding to approximately 30.3 percent of the Rights Issue. The Rights Issue is thereby covered to 100 percent by subscription commitments and the underwriting commitment. The underwriting commitment has been provided by Vator Securities AB ("**Vator**"), which has the required authorisation to act as underwriter.

For the underwriting commitment, underwriting compensation is payable consisting of ten (10) percent of the underwritten amount in cash compensation and ten (10) percent of the underwritten amount in the form of units. The subscription price per unit in the issue carried out to pay the part of the underwriting compensation that is paid in units shall correspond to the subscription price in the Rights Issue. Payment for such units shall be made through set-off against Vator's corresponding claim against the Company. The right to underwriting compensation in units is conditional upon the Annual General Meeting authorising the Board of Directors to resolve on a new issue of such units to Vator (the "**Compensation Issue**").

Vator has in turn entered into separate agreements with a number of investors, including Tellus Equity AB and Jinderman & Partners AB, www.jinderman.se, regarding the transfer of the units that may be allocated within the framework of the underwriting commitment. Vator remains the Company's counterparty under the underwriting agreement and is responsible towards the Company for the commitment being fulfilled, regardless of how these investors fulfil their commitments towards Vator. The underwriting compensation is paid to Vator, which in turn compensates the investors. The structure means that units allocated within the framework of the underwriting commitment may be transferred onwards in close connection with the allocation.

The subscription commitments, the conditional subscription undertaking and the underwriting commitment are not secured by bank guarantee, blocked funds, pledges or similar arrangements, and there is therefore a risk that the commitments, in whole or in part, will not be fulfilled.

Over-Allotment Issue

In order to provide the possibility of raising additional capital for the Company in the event of oversubscription in the Rights Issue, the Board of Directors intends to propose that the Annual General Meeting on 15 October 2026 resolves to authorise the Board of Directors, with deviation from the shareholders' preferential rights, to resolve on a directed new issue of a maximum of 17,647,059 units in the form of a so-called Over-Allotment Issue of up to approximately SEK 6.0 million. The subscription price in the Over-Allotment Issue shall amount to SEK 0.34 per unit, corresponding to the subscription price in the Rights Issue, and each unit shall consist of the same number of shares and warrants as in the Rights Issue.

Pursuant to the authorisation, the Board of Directors shall be able to resolve to carry out the Over-Allotment Issue in whole or in part in the event of oversubscription in the Rights Issue and to the extent the Board of Directors deems appropriate with regard to, among other things, the prevailing share price and other market conditions. The reason for the deviation from the shareholders' preferential rights is to create conditions for investors to provide subscription undertakings in advance regarding subscription without exercise of unit rights in the Rights Issue and, in the event of oversubscription, to enable allocation to such investors to the extent they do not receive full allocation corresponding to their undertakings in the Rights Issue. In addition, the Over-Allotment Issue enables the Company, to the extent there is remaining capacity, to satisfy additional demand and receive additional capital. The Board of Directors considers that the possibility of raising additional capital for the Company in this manner in a time- and cost-efficient way is in the interests of both the Company and the shareholders.

Allocation in the Over-Allotment Issue shall be made according to the following principles: firstly, to investors who have provided subscription undertakings in advance regarding subscription without exercise of unit rights in the Rights Issue and who have not received full allocation corresponding to their respective undertakings, pro rata in relation to the part of the respective undertaking not allocated in the Rights Issue; and secondly, to other investors who have applied to subscribe for units without exercise of unit rights in the Rights Issue and who have not received full allocation, pro rata in relation to their respective expressed interest.

To the extent allocation in accordance with the above principles cannot be made pro rata, allocation shall be made by drawing lots.

Change in number of shares and share capital and dilution

Upon full subscription in the Rights Issue, and assuming that neither the Compensation Issue nor the Over-Allotment Issue is utilised, the number of shares in the Company will increase by a maximum of 1,256,835,670 shares, from 369,657,550 shares to 1,626,493,220 shares, and the share capital will increase by a maximum of SEK 12,568,356.70, from SEK 3,696,575.50 to SEK 16,264,932.20. This corresponds to a maximum dilution effect of approximately 77.3 percent of the total number of shares and votes in the Company.

Through the Compensation Issue, a maximum of 2,240,300 units may be added, corresponding to a maximum of 38,085,100 shares and a maximum of 2,240,300 warrants of series TO 2. The number of shares will thereby increase to 1,664,578,320 shares and the share capital to SEK 16,645,783.20. This entails an additional dilution effect of up to approximately 2.3 percent, calculated after completion of the Rights Issue, assuming full subscription.

If the Over-Allotment Issue is utilised in full, a maximum of 17,647,059 units will be added, corresponding to a maximum of 300,000,003 shares and a maximum of 17,647,059 warrants of series TO 2. The number of shares will thereby increase to 1,964,578,323 shares and the share capital to SEK 19,645,783.23. This entails an additional dilution effect of up to approximately 15.3 percent, calculated after completion of the Rights Issue and the Compensation Issue.

The maximum dilution effect through the Rights Issue, the Compensation Issue and the Over-Allotment Issue thereby amounts to approximately 81.2 percent of the total number of shares and votes in the Company.

Upon full exercise of all warrants of series TO 2 that may be issued within the framework of the Rights Issue, the Compensation Issue and the Over-Allotment Issue, a maximum of 469,094,345 shares will be added and the share capital will increase to a maximum of SEK 24,336,726.68. This entails an additional dilution effect of approximately 19.3 percent. The aggregate maximum dilution effect thereby amounts to approximately 84.8 percent.

Shareholders who choose not to participate in the Rights Issue have the possibility to financially compensate themselves for the dilution effect by selling their unit rights during the trading period for unit rights.

Preliminary timetable for the Rights Issue

16 October 2026	Last day of trading in the Company's share including the right to receive unit rights
19 October 2026	First day of trading in the Company's share excluding the right to receive unit rights
20 October 2026	Record date for participation in the Rights Issue. Shareholders who are registered in the share register maintained by Euroclear Sweden AB on this date will receive unit rights for participation in the Rights Issue
20 October 2026	Estimated date for publication of the information document
22 October – 5 November 2026	Subscription period in the Rights Issue
22 October – 2 November 2026	Trading in unit rights (UR) on NGM Growth Market
22 October – 18 November 2026	Trading in paid subscribed units (BTU) on NGM Growth Market
5 November 2026	Estimated date for publication of the outcome of the Rights Issue

Week 47, 2026	Registration of the Rights Issue with the Swedish Companies Registration Office

Advisers

Corpura Fondkommission AB, www.corpura.se, acts as Sole Coordinator and Bookrunner in connection with the Rights Issue. Advokatfirman Lindahl KB acts as legal adviser to the Company in connection with the Rights Issue.

For further information, please contact

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About Goobit Group
Goobit Group AB (publ) operates in the financial sector and is the parent company of BTCX, which provides services focused on Bitcoin. The Group consists of the wholly owned subsidiaries Goobit AB and Goobit Blocktech AB and has its head office in Stockholm.

For more information, visit www.goobit.se.

Important information

The information in this press release does not constitute an offer to acquire, subscribe for or otherwise trade in shares, warrants or other securities in Goobit Group AB (publ). No action has been taken and no action will be taken to permit an offer to the public in any jurisdictions other than Sweden.

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This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. In an EEA Member State other than Sweden, this announcement is only intended for and directed only at "qualified investors" in the relevant Member State within the meaning of the Prospectus Regulation.

In the United Kingdom, this document and any other material relating to the securities referred to herein are distributed and directed only at, and any investment or investment activity to which this document relates is available only to and will only be engaged in with, "qualified investors" (within the meaning of the UK version of Regulation (EU) 2017/1129 which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018) who are (i) persons having professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); (ii) "high net worth entities" etc. referred to in Article 49(2)(a)-(d) of the Order; or (iii) such other persons to whom such investment or investment activity may lawfully be communicated under the Order (all such persons together being referred to as "**relevant persons**"). Any investment or investment activity to which this announcement relates is available in the United Kingdom only to relevant persons and will only be conducted with relevant persons. Persons who are not relevant persons should not take any action based on this document and should not act or rely on it.

Forward-looking statements

This press release contains certain forward-looking information reflecting the Company's current view of future events as well as financial and operational development. Words such as "intends", "assesses", "expects", "may", "plans", "believes", "estimates" and other expressions that involve indications or predictions regarding future developments or trends, and which are not based on historical facts, constitute forward-looking information. Forward-looking information is, by its nature, associated with both known and unknown risks and uncertainties because it depends on future events and circumstances. Forward-looking information does not constitute any guarantee regarding future results or development and actual outcomes may differ materially from what is stated in the forward-looking information.

This information is information that Goobit 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 2026-09-14 21:10 CEST.

Attachments

Goobit resolves on a rights issue of units of approximately SEK 25.1 million covered to 100 percent by subscription commitments and underwriting commitments