

# VERTISEIT HAS CARRIED OUT A DIRECTED ISSUE OF SHARES OF APPROXIMATELY SEK 182 MILLION

**Vertiseit AB (publ) (“Vertiseit” or the “Company”) has, based on the authorization by the Annual General Meeting held on 22 April 2026, decided to carry out a directed issue of 3,033,314 class B shares at a subscription price of SEK 60.0 per class B share, entailing gross proceeds of SEK 182.0 million (the “Share Issue”). The subscription price, which represents a premium of approximately 28.5 per cent compared to the closing price on the day of this announcement, on 20 May 2026, as traded on Nasdaq First North Growth Market, was determined through negotiations with the participating investors. A number of institutional investors, including both new and existing shareholders, such as Andra AP-fonden (AP2), Bonnier Capital AB, Consensus Småbolag, Grenspecialisten, Nordea Asset Management, Protean Funds Scandinavia and Provobis, participated in the Share Issue. Vertiseit intends to use the net proceeds from the Share Issue to partially fund the acquisition of Scala.**

In order to partially fund the acquisition of Scala, as previously communicated in a separate press release, the Board of Directors of Vertiseit has resolved on a directed issue of 3,033,314 new class B shares at a subscription price of SEK 60.0 per class B share. The subscription price in the Share Issue represents a premium of approximately 28.5 per cent as compared to the closing price on 20 May 2026. The Share Issue entails proceeds of SEK 182.0 million, before transaction costs. A number of institutional investors, including both new and existing shareholders, such as Andra AP-fonden (AP2), Bonnier Capital AB, Consensus Småbolag, Grenspecialisten, Nordea Asset Management, Protean Funds Scandinavia and Provobis, participated in the Share Issue.

## **Background and reasons**

As previously announced today, on 20 May 2026, Vertiseit has entered into an agreement to acquire Scala. Scala is one of the Digital Signage Industry’s most recognized software brands and the acquisition consists of shares and assets. The purchase price for Scala amounts to approximately SEK 265 million. The acquisition is expected to close during May 2026, subject to customary closing conditions. The Company intends to use the net proceeds from the Share Issue to partially fund the acquisition of Scala.

## **Subscription price and number of shares**

The subscription price for the new class B shares in the Share Issue is SEK 60.0 per class B share, corresponding to a premium of approximately 28.5 per cent as compared to the closing price on 20 May 2026, as traded on Nasdaq First North Growth Market. The price per new class B share in the Share Issue has been resolved by the Board of Directors in consultation with DNB Carnegie Investment Bank AB (publ) (“**DNB Carnegie**”), based on negotiations with the participating investors. Through the Share Issue, Vertiseit will receive proceeds amounting to approximately SEK 182.0 million before transaction costs.

The Share Issue will increase the number of shares in the Company by 3,033,314 class B shares, from 30,333,143 shares, of which 2,429,510 class A shares and 27,903,633 class B shares, to 33,366,457 shares, of which 2,429,510 class A shares and 30,936,947 class B shares. The Share Issue will entail a dilution of approximately 9.1 per cent of the number of shares and 5.5 per cent of the number of votes in the Company (calculated as the number of new shares and votes, respectively, divided by the total number of shares and votes, respectively, in the Company after the Share Issue). The share capital will increase by SEK 151,665.7, from SEK 1,516,657.15 to SEK 1,668,322.85.

**Deviation from the shareholders' preferential rights**

The Board of Directors has carefully considered the option of raising capital through a rights issue and has concluded that there are several reasons why it is more advantageous for the Company and its shareholders to raise capital through a directed share issue rather than a rights issue. A rights issue would take significantly longer to complete and entail a higher risk of a negative effect on the share price, particularly in light of the current volatile and challenging market conditions. A directed share issue can be carried out at a lower issue cost and with less complexity than a rights issue. Furthermore, the Share Issue is specifically tied to the acquisition of Scala, an opportunity which arose at short notice requiring the Company to act swiftly, with an intended closing date during May 2026. A rights issue process is significantly longer, and it would increase the risk of not being able to complete the acquisition in time. In addition, the Share Issue will further strengthen and diversify the Company's shareholder base with institutional investors, which also intends to improve liquidity in Company's share. The Share Issue also limits the market risk and can be carried with less complexity than a rights issue in the light of the expectation that a rights issue would need to be underwritten.

Against this background, the Board of Directors' overall assessment is that the reasons for carrying out the Share Issue with deviation from shareholders' preferential rights are in the interest of the Company and the shareholders and that these reasons clearly and with sufficient strength outweigh the reasons supporting the general rule that share issues should be carried out with shareholders' preferential rights.

**Lock-up**

In connection with the Share Issue, the Company has entered into a lock-up agreement, with customary exceptions, under which the Company will not propose or resolve on any share issues during a period of 180 calendar days following the settlement date of the Share Issue. Additionally, the members of the Board of Directors and management have committed, subject to customary exceptions, not to sell or otherwise dispose of their shares in Vertiseit during a period of 180 calendar days following the settlement date of the Share Issue.

**Advisors**

DNB Carnegie is acting as Sole Global Coordinator and Bookrunner, and CMS Wistrand Law Firm is acting as legal advisor, to Vertiseit in connection with the Share Issue.

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Redeye Nordic Growth AB is the company's Certified Adviser

**ABOUT VERTISEIT**

*Vertiseit is a leading platform company within In-Store Experience Management (IXM). The company operates through its subsidiaries Dise, Grassfish and Visual Art that enable global brands and leading retailers to strengthen the customer experience by offering a seamless customer journey through connecting the physical and digital meeting. The company has around 270 employees in Sweden, Norway, Denmark, Finland, Austria, Germany, Spain, UK and USA. During the period 2012-2025, Vertiseit performed an average profitable growth of recurring SaaS revenue (ARR) of 48 percent (CAGR). For the full year of 2025, the group's net revenue amounted to SEK 676 million, with an adjusted EBITDA margin of 16 percent. Since 2019, Vertiseit's B-share is listed on Nasdaq First North Growth Market.*

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*This information is information that Vertiseit 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 2026-05-20 23:18 CEST.*

**ATTACHMENTS**

Vertiseit has carried out a directed issue of shares of approximately SEK 182 million