

VALUNO ENTERS INTO CONDITIONAL FINANCING AGREEMENT OF UP TO SEK 51.7 MILLION

Valuno Group AB (publ) ("Valuno" or the "Company") has today entered into an agreement with Helena Global Investment Opportunities 1 Ltd, managed by Helena Partners Inc (www.helenapartners.com), (the "Investor") for financing of up to SEK 51.7 million through the issuance of convertible bonds with attached warrants (the "Financing"). The Financing is structured in up to 22 tranches, consisting of a first tranche of SEK 3.4 million and 21 subsequent tranches of SEK 2.3 million each, with each tranche being conditional upon certain conditions precedent being satisfied or waived by the Investor. In addition, the Company will issue commitment fee bonds of in total SEK 2,585,000 (the "Commitment Fee Bonds"), allocated equally to the first and second tranche. The Board of Directors has today, with support of the authorization granted by the Annual General Meeting on 29 December 2025 (which was retained at the Extraordinary General Meeting on 13 April 2026) (the "Authorization"), carried out a directed issue of 36,928,571 new shares to the Investor (the "Collateral Shares"). The warrants will be subscribed for free of charge and the number of warrants issued in connection with each tranche will correspond to 35 per cent of the principal amount of the relevant tranche divided by the applicable warrant exercise price. Each warrant entitles the Investor to subscribe for one new share in the Company at an exercise price of 150 per cent of the five-day VWAP preceding the relevant tranche drawdown notice. The Financing is intended to secure the Company's working capital and continued operations.

Use of funds

The financing provides Valuno with the financial capacity to complete turnaround, and then continue the commercial rollout of Atlas, the Company's next-generation payment orchestration platform. Atlas is designed to simplify cross-border payments by combining digital asset infrastructure with regulated fiat settlement, enabling faster, more efficient and more cost-effective payment flows for businesses and payment providers. The Company intends to continue expanding commercial partnerships and accelerating product development as demand for modern payment infrastructure continues to grow.

Principal terms of the Financing

The first tranche has a principal amount of SEK 3,400,000 and is accompanied by Commitment Fee Bonds of SEK 1,292,500, resulting in a total nominal amount of SEK 4,692,500. The second tranche has a principal amount of SEK 2,300,000 and is accompanied by Commitment Fee Bonds of SEK 1,292,500, resulting in a total nominal amount of SEK 3,592,500. The remaining 20 tranches each have a principal amount of SEK 2,300,000. Each convertible bond has a nominal amount of SEK 500 and carries no interest.

The commitment period under the financing agreement is 36 months from the date of the agreement. The first tranche may be funded following delivery of the Collateral Shares to the Investor. Following the first tranche, a cool-down period of 30 trading days applies before the Company may request the next drawdown. For subsequent tranches, the cool-down period is 25

trading days. The Company may request the second tranche earlier if the Investor has converted more than 80 per cent of the principal amount of the first tranche. From the second subsequent tranche onwards, the Company may request disbursement of two tranches simultaneously, corresponding to SEK 4.6 million, if certain liquidity requirements in the Company's share are met. The Investor also has a right to request the issuance of up to eight subsequent tranches during the commitment period, subject to the conditions precedent in the financing agreement.

The convertible bonds have a maturity of 12 months from registration of the relevant issue resolution with the Swedish Companies Registration Office (the "SCRO"). Any bonds not converted prior to maturity will automatically be converted into shares at the then applicable conversion price and will not be repaid in cash at maturity.

Conversion price

The Investor has the right to convert the bonds into shares at a conversion price equal to the higher of (i) 93 per cent of the lowest daily VWAP during the ten business days preceding a conversion notice, and (ii) the quota value of the Company's share. For the first tranche, including the first Commitment Fee Bonds, the quota value is contractually deemed to be SEK 0.03. For subsequent tranches, the applicable quota value of the share applies, currently SEK 0.01.

If the theoretical conversion price falls below the quota value of the share and the Company is thereby prevented from issuing the number of shares that the Investor would have received if the theoretical conversion price had applied, the Company shall pay the Investor an additional fee corresponding to the shortfall, either in cash or through the issuance of shares.

Early repayment

The Company has the right to redeem the bonds, in whole or in part, at 108 per cent of their nominal amount.

Collateral Shares

The Board of Directors has today, with support of the Authorization, carried out a directed issue of 36,928,571 Collateral Shares to the Investor to a subscription price of SEK 0.07 per share. The subscription price has, in accordance with the terms of the agreement with the Investor, been set to the lower of the VWAP of Valuno's shares over (i) the ten (10) business days immediately preceding 3 July 2026 (the date of signing of the letter of intent regarding the Financing) and (ii) the ten (10) business days immediately preceding today (the date of the board resolution to issue the Collateral Shares), truncated to two (2) decimal places. The subscription price of the Collateral Shares shall be paid by way of set-off against a collateral fee of SEK 2,585,000. The Collateral Shares shall be returned to the Company at the end of the commitment period of 36 months from the date of the agreement. If the aggregate value of the Collateral Shares held by the Investor falls below fifty (50) per cent of their original value, the Company shall, upon the Investor's request, issue additional Collateral Shares to the Investor.

Warrants

In connection with each tranche, the Company shall issue warrants free of charge. The number of warrants issued in connection with each tranche will be calculated by dividing an amount corresponding to 35 per cent of the principal amount of the relevant tranche, excluding Commitment Fee Bonds, by the applicable warrant exercise price. Each one (1) warrant entitles the Investor to subscribe for one (1) new share in the Company. The warrants have a term of five years from registration with the SCRO and an exercise price corresponding to the higher of (i)

150 per cent of the five-day VWAP preceding the drawdown notice of the relevant tranche, and (ii) the quota value of the Company's share. The exercise price may be paid in cash or by way of set-off against outstanding bonds.

Conditions precedent

Each tranche is subject to a number of conditions precedent being satisfied or waived by the Investor, including that the Company's shares remain admitted to trading on NGM Nordic SME and are not suspended, that no event of default is outstanding, that certain liquidity and market capitalisation thresholds are met, that the share price is above the applicable minimum level and that the value of the Collateral Shares held by the Investor is above the required threshold under the financing agreement.

Other material terms

The Investor undertakes not to short-sell the Company's shares. The Investor also has a conditional right, but not an obligation, to subscribe for or underwrite up to SEK 10,000,000 in any future rights issue by the Company within 24 months.

Reason for deviation from shareholders' pre-emption rights

The Company has had a short-term need for working capital to secure its continued operations. Ahead of the decision, the Board of Directors evaluated the possibility of instead meeting the capital requirement through a rights issue.

Against the backdrop of prevailing market conditions and the performance of the Company's share, the Board of Directors assessed that there was a considerable risk that a rights issue would not be subscribed to a sufficient extent to cover the Company's capital requirement. Securing a rights issue through underwriting guarantees would also have entailed significant guarantee costs relative to the capital requirement, and the availability of guarantors was assessed as uncertain given the Company's financial position. The Board of Directors therefore concluded that a rights issue would not have met the Company's capital requirement in an appropriate manner or within the required timeframe.

The chosen structure allows the Company to draw working capital in line with the needs of the business, with the Company itself controlling the timing and size of each drawdown (with exception for the Investor's right to request issuances as described above), subject to the conditions in the financing agreement. On an overall assessment, the Board of Directors considers the Financing to be the best available alternative for the Company and, indirectly, its shareholders, to secure continued operations.

The subscription price for the Collateral Shares and the conversion price's link to the share's VWAP has been negotiated between the Company and the Investor with the assistance of Eminova Partners Corporate Finance AB, acting as independent financial adviser to the Company. The Board of Directors considers the terms to be on market terms in light of the Company's size, financial position and prevailing market conditions.

Dilution

As of the date of this press release, the Company's share capital amounts to SEK 2,176,389.77 divided into 217,638,977 shares, corresponding to a quota value of SEK 0.01 per share. Following registration with the SCRO of the Collateral Shares, the number of shares will increase by 36,928,571, from 217,638,977 to 254 567 548, and the share capital will increase by SEK 369

285,71, from SEK 2,176,389.77 to SEK 2 545 675,48, entailing a dilution for existing shareholders of approximately 14.5 per cent.

The maximum potential dilution from the Financing will depend on the number of tranches issued, prevailing share prices determining conversion price for the bonds and the warrant exercise price, and whether and how many Collateral Shares are returned to the Company, and cannot therefore be determined in advance.

Transaction costs

The direct costs attributable to the Financing comprise (i) a commitment fee of SEK 2,585,000, settled through Commitment Fee Bonds allocated equally to the first and second tranche, (ii) a collateral fee of SEK 2,585,000, settled through the directed issue of Collateral Shares (which may be returned to the Company as described above), (iii) a subscription discount of 5 per cent on each tranche, applied by way of set-off, and (iv) reimbursement of the Investor's legal and due diligence costs of EUR 26,500.

The net cash proceeds to the Company from the first tranche, before the Company's own transaction costs, will amount to SEK 3,230,000 less the SEK amount corresponding to EUR 16,500, i.e. approximately SEK 3.05 million depending on the applicable EUR/SEK exchange rate. The Company's own transaction costs up until the first tranche are estimated to amount to approximately SEK 150 000 SEK.

Implementation and extraordinary general meeting

Subject to the conditions precedent being satisfied or waived by the Investor, the first tranche bonds (including the first Commitment Fee Bonds) and the warrants issued in connection with the first tranche, will be resolved by the Board of Directors, with support of the Authorization, as directed issues. The Company will convene an extraordinary general meeting to resolve on the measures required to enable the issuance of subsequent tranches, including any necessary amendments to the articles of association.

Comment

"The Board has carefully evaluated a number of financing alternatives and considers that this financing solution offers a well-balanced combination of financial flexibility and strategic execution. It provides Valuno with the resources needed to complete the Company's turnaround, while allowing us to accelerate the commercial rollout of Atlas and execute our long-term strategy. We see increasing demand for payment infrastructure that combines regulatory compliance with the speed and efficiency of digital assets, and this financing allows us to capitalise on those opportunities together with our partners. We look forward to working with Helena as Valuno enters its next phase of development", says Jörgen Eriksson, Chairman of the Board, Valuno Group AB.

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.

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 2026-07-10 19:24 CEST.