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## **H100 Group Secures SEK 101 Million in Financing from Adam Back, UTXO, and Other Investors Through Share Issues and Upscaled Tranche 1 of the Convertible Loan**

H100 Group AB ("H100 Group" or the "Company") has today secured binding subscription undertakings totaling SEK 69.65 million in two directed share issues (together, the "Directed Share Issues"). In addition, the Company has entered into convertible loan agreements amounting to SEK 31.35 million (the "Convertible Loans"), representing Tranche 1 of the convertible loan financing previously announced on 3 June and 9 June 2025. This tranche 1 has been increased from the initially communicated SEK 21 million. In total, the Directed Share Issues and Tranche 1 of the Convertible Loans provide the Company with secured financing of SEK 101 million, excluding any potential future proceeds from Tranches 2–5 of the convertible loan facility as disclosed on 3 June and 9 June 2025.

### **The Directed Share Issues**

As announced by the Company on 9 June 2025, Eagles Rising AB has irrevocably undertaken to subscribe for shares in a directed share issue amounting to SEK 10 million at a subscription price of SEK 1.705 per share (the "**Directed Share Issue**").

The Company has today secured additional irrevocable subscription undertakings totaling SEK 21.7 million in the Directed Share Issue. Of this amount, Eagles Rising AB has committed to subscribe for an additional SEK 10 million. The remaining commitments come from the following investors: Adam Back, UTXO Management (through the fund 210k Capital, LP), Florence Aleida Aspinall, Karl Lindstedt, Gp13 Invest AS, Econ Invest AS, Dciiak AS, Songa Capital AS, Alundo Invest AS, Gimle Invest AS, Steve Platz, Kristian Kirkegaard, John Bäck, Race Ventures Scandinavia AB, Emil Sandblom, and Crafoord Capital Partners AB. In total, the Directed Share Issue now amounts to SEK 31.7 million at a subscription price of SEK 1.705 per share.

In addition, the Company has secured irrevocable subscription undertakings totaling SEK 37.95 million in a second directed share issue at a subscription price of SEK 2.28 per share (the “**Second Directed Share Issue**”) from the same group of investors listed above.

The total contemplated issue size is up to SEK 31.7 million for the Directed Share Issue and up to SEK 37.95 million for the Second Directed Share Issue. Net proceeds from the share issues will be used to accelerate the Company’s Bitcoin treasury strategy.

The Board of Directors intends to resolve on the Directed Share Issues pursuant to the authorization granted by the Extraordinary General Meeting held on 7 March 2025. The resolutions are expected to be adopted shortly, and no later than 30 June 2025. A separate press release will be issued upon resolution.

### **The Convertible Loans**

The Company has today entered into a convertible loan agreement totaling SEK 31.35 million with Adam Back, Eagle Rising AB, Brad Mills (through HODL Holdings Inc.), UTXO Management (through the fund 210k Capital, LP), and Karl Lindstedt. This constitutes Tranche 1 of the convertible loan financing previously announced by the Company on 3 June and 9 June 2025. Tranche 1 has been increased from the initially communicated SEK 21 million and the total raised amount does not include any potential future proceeds from Tranches 2–5 under the convertible loan facility, as disclosed in the aforementioned announcements.

The Convertible Loans shall bear no interest and mature after five (5) years. The loans may at any time, upon request by the investor, be converted into shares of the Company. The conversion price shall be SEK 1.75 per share. If the Company’s share price trades at a volume-weighted average price (VWAP) exceeding 33 percent above the conversion price for a cumulative period of 20 trading days, the Company retains the right to require conversion.

Conversion of the loan into shares is conditional on the necessary resolutions to issue new shares being passed by the general meeting or by the Board of Directors within the framework of an authorization.

For more information on the convertible loan financing, please refer to the press releases published by the Company on 3 June 2025 and 9 June 2025.

### **Deviation from the shareholders’ preferential rights**

The Board of Directors has carefully considered the possibility of raising capital through a rights issue but concluded that the Convertible Loans and the Directed Share Issues, including the deviation from existing shareholders’ preferential rights, serve the best interests of the Company. This financing solution ensures swift access to capital, enabling the Company to deliver on its commercial strategy and pursue favorable investment opportunities, while reinforcing the Company’s strategic position through the involvement of value-aligned investors, including Adam Back whose involvement is considered of significant strategic value.

Further, the Convertible Loans and the Directed Share Issues are deemed to be able to be carried out at a significantly lower cost and with less complexity than a rights issue. A rights issue would also take longer time to implement which, especially under current market conditions, would entail an exposure to potential market volatility and likely have required significant underwriting commitments from an underwriting syndicate, which would have entailed additional costs and/or further dilution depending on the type of consideration paid for such underwriting.

With the above considered, the Board of Directors has made the assessment that the reasons to carry out the Convertible Loans and the Directed Share Issues outweigh the reasons that justify the main rule of issuing shares with pre-emptive rights for existing shareholders and that the Convertible Loans as well as the Directed Share Issues are the most favorable alternative for the Company to carry out the capital raising.

The subscription price in the Directed Share Issue was determined in the investment agreement with Eagle Rising AB concluded on 9 June 2025 and corresponds to the closing price of the Company's share on Nordic SME on 5 June 2025, the trading day immediately preceding the investment agreement. The subscription price in the Second Directed Share Issue reflects the conversion price of any second tranche of convertible loans. The conversion price and the subscription prices have been determined through arm's length negotiations with the investors and taking into account the Company's financing needs, the alternative cost of other financing and the assessed market interest for an investment in the Company. It is the Board of Directors' judgement, based on the above factors, that the conversion price and the subscription prices reflect current market conditions and current demand. Against this background, the Board of Directors considers the conversion price and the subscription prices to be on market terms.

### **Share capital, shares and dilution**

Assuming full conversion into shares of Tranche 1 of the convertible loans through the issue of 17,914,285 new shares, the dilution of the number of shares and votes in the Company will be approximately 13,27 percent based on the number of shares in the Company after full conversion of Tranche 1.

As a result of the Directed Share Issue, the number of shares in the Company may increase by up to 135,681,381, corresponding to a dilution of the number of shares and votes in the Company of approximately 13,7 percent based on the number of shares in the Company after the Directed Share Issue.

As a result of the Second Directed Share Issue, the number of shares in the Company may increase by up to 133,733,742, corresponding to a dilution of the number of shares and votes in the Company of approximately 12,44 percent based on the number of shares in the Company after the Second Directed Share Issue.

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Assuming full conversion of Tranche 1 and completion of both the Directed Share Issues, the number of shares in the Company may increase by 53,151,398, resulting in a total of up to 170,240,403 shares. This would correspond to a dilution of approximately 31.22 percent of the total number of shares and votes in the Company, based on the number of outstanding shares after the conversion of Tranche 1 and the Directed Share Issues.

**Contact**

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**About H100 Group**

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H100 Group AB is a health technology company operating in the health and longevity industry. The company's business idea is to support providers of health and lifestyle services through AI-powered automation, digital growth tools, and integrated platform solutions, with the goal of helping people live healthy lives to 100 and beyond.

H100 follows a clear growth strategy focused on building a seamless ecosystem where AI integration enhances efficiency and expands service offerings. Growth is further accelerated through strategic acquisitions of key players within its ecosystem, aiming to consolidate and scale the business.

The company is listed on NGM Nordic SME. For more information, visit [www.h100.group](http://www.h100.group).

*This information is information that H100 Group 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 2025-06-11 08:48 CEST.*