



SUBGEN AI ANNOUNCES DEBT SETTLEMENT IN SUBSIDIARY THROUGH SHARE TRANSFERS WITHOUT DILUTION

STOCKHOLM, Sweden – Subgen AI AB (“Subgen AI” or the “Company”), a European provider of enterprise-grade generative AI infrastructure and software, today announces that its Spanish subsidiary, Substrate Artificial Intelligence, SA. (“Substrate AI”), will use 41,850,820 existing ordinary shares in Subgen AI to settle obligations related to the Company’s previously completed reverse takeover on 6 November 2025 (the “RTO”) and other outstanding liabilities.

Substrate AI, which currently holds approximately 17 percent of Subgen AI’s outstanding shares, will transfer the ordinary shares as payment in kind to a group of investors, partners, and creditors that have financed Substrate AI. These include strategic partners, institutional investors, academic partners, and family offices.

The transaction reduces the group’s debt and outstanding obligations by approximately EUR 3 million while simultaneously broadening Subgen AI’s shareholder base. As the shares transferred are existing ordinary shares held by Substrate AI, the transaction will not result in the issuance of new shares and therefore creates no dilution for Subgen AI’s shareholders.

Approximately 95 percent of the ordinary shares transferred to the new shareholders will be subject to the same lock-up terms that apply to existing investors in Subgen AI. The lock-up will be released gradually, with portions becoming tradable between three and nine months following Subgen AI’s listing that took place in November 2025.

Following completion of the transaction, Substrate AI will hold a total of approximately 132,000,000 ordinary shares in Subgen AI. The transaction is expected to be completed over the next four days.

“This transaction is an important step in strengthening the group’s financial structure following the RTO process. By settling historical obligations without cash outflow and without shareholder dilution, we improve our balance sheet while welcoming long-term, strategically aligned shareholders to Subgen AI,” said Lorenzo Serratosa, CEO of Subgen AI AB.

The Company believes that this action improves financial flexibility, clarifies cross-ownership structures within the group, and supports Subgen AI’s continued commercial and strategic development.

**For further information, please contact:**

Lorenzo Serratosa, CEO, Subgen AI AB

Email: ir@subgen.ai

About Subgen AI

Subgen AI is an enterprise artificial intelligence company that develops both infrastructure and proprietary agent-centric AI-as-a-Service software, branded as Serenity Star. Its solutions are designed to scale and accelerate the adoption of AI across organizations. Subgen AI is experiencing rapid growth, building data centers and delivering services to clients in sectors such as healthcare, energy, legal, and human resources. Subgen AI operates across Europe, Latin America, and the United States. For more information, see Subgen AI's website <https://subgen.ai>. The Company's Certified Adviser is Eminova Fondkommission AB | adviser@eminova.se.

This information is information that Subgen AI 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 2026-01-15 07:30 CET.