valuno

PRESS RELEASE
12 August 2026 10:06:00 CEST

NOTICE OF EXTRAORDINARY GENERAL MEETING ALSO CONSTITUTING THE FIRST CONTROL MEETING OF VALUNO GROUP AB (PUBL)

The shareholders of Valuno Group AB (publ), reg. no. 559066-2093 ("the Company"), are hereby given notice of an extraordinary general meeting also constituting the first control meeting, to be held on Friday, 28 August 2026 at 15:00 at the Company's premises at Kommendörsgatan 30, 114 45 Stockholm.

RIGHT TO PARTICIPATE AND NOTIFICATION

The right to participate in the meeting is held by anyone who:

1. is recorded in the share register maintained by Euroclear Sweden AB on Thursday, 20 August 2026, and
2. has notified the Company no later than Monday, 24 August 2026, at the address Valuno Group AB (publ), Kommendörsgatan 30, 114 45 Stockholm, or by email to investor@valuno.com. The notification must state name or company name, personal identity number or corporate registration number, address, telephone number, and shareholding. Shareholders are asked to notify any advisers they intend to bring (a maximum of two).

Nominee-registered shares
Shareholders whose shares are registered in the name of a nominee must, in order to participate in the meeting and exercise their voting rights, temporarily re-register the shares in their own name in the share register held by Euroclear Sweden AB (so-called voting rights registration). In compiling the share register for the meeting as of the record date, Thursday, 20 August 2026, voting rights registrations made no later than the second banking day after Thursday, 20 August 2026 will be taken into account. This means that shareholders must request such registration from their nominee well in advance of that date.

Proxies, etc.
Shareholders represented by proxy must issue a power of attorney for such proxy. If the power of attorney is issued by a legal entity, a certified copy of the certificate of registration for that legal entity, evidencing authority to issue the power of attorney, must be enclosed. The original power of attorney, together with any certificate of registration, should be sent to Valuno Group AB (publ), Kommendörsgatan 30, 114 45 Stockholm, or by email to investor@valuno.com, in good time before the meeting. A power of attorney must not be more than one year old, unless a longer period of validity is stated therein (maximum five years). A power of attorney form is available on the Company's website, investor.valuno.com.

PROPOSED AGENDA

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting register
4. Election of one or two persons to verify the minutes

5. Determination of whether the meeting was duly convened
6. Approval of the agenda
7. Presentation of the control balance sheet and the auditor's statement on the control balance sheet
8. Resolution on whether the Company shall continue operations or enter into liquidation
9. Other matters
10. Closing of the meeting

ITEM 7 – PRESENTATION OF THE CONTROL BALANCE SHEET AND THE AUDITOR'S STATEMENT ON THE CONTROL BALANCE SHEET
The Board of Directors has prepared a control balance sheet in accordance with Chapter 25, Section 13 of the Swedish Companies Act (2005:551) ("the Companies Act"). The control balance sheet has been reviewed by the Company's auditor, authorised public accountant Mikael Köver. The control balance sheet shows that the Company's equity is less than half of the registered share capital.
The control balance sheet, together with notes and the auditor's statement, which were published on 22 July 2026, will be made available on the Company's website, investor.valuno.com, no later than two weeks before the meeting, i.e. no later than 14 August 2026, and will be sent free of charge to shareholders who request them. The documents will be presented at the meeting.

ITEM 8 – RESOLUTION ON WHETHER THE COMPANY SHALL CONTINUE OPERATIONS OR ENTER INTO LIQUIDATION
As the control balance sheet shows that equity is less than half of the registered share capital, the meeting constitutes a first control meeting pursuant to Chapter 25, Section 15 of the Companies Act. The meeting shall consider the question of whether the Company shall enter into liquidation. The meeting has two alternatives.

Alternative 1 – The Board's primary proposal: resolution to continue operations
The meeting resolves not to enter into liquidation immediately, but that the Company's operations shall continue. This entails the following:
i. The Company has eight (8) months from the date of this first control meeting to restore its equity to an amount equal to at least the full registered share capital. It is not sufficient for equity to be restored to only half of the share capital.
ii. Ahead of the second control meeting, the Board shall prepare a new control balance sheet and have it reviewed by the Company's auditor.
iii. A second control meeting shall be held within eight months of this meeting to reconsider the question of liquidation. If, at that time, equity has been restored to at least the full registered share capital, the obligation to liquidate ceases.
iv. If capital has not been restored by the time of the second control meeting and the meeting does not resolve on liquidation, the Board is obliged to apply to the general court within two weeks for compulsory liquidation.
Should the meeting choose Alternative 1, the Board's intention is to take steps to restore equity. The Board intends to convene a separate extraordinary general meeting to resolve on set-off share issues and on amendments to the limits on share capital and the number of shares set out in the Articles of Association. The Company also has the conditional financing agreement with Helena Global Investment Opportunities 1 Ltd for up to SEK 51.7 million, which was announced on 10 July 2026.

Alternative 2 – The Board's secondary proposal: resolution on liquidation
Notwithstanding the primary proposal to continue operations, the Board is obliged to prepare a complete proposal for a resolution on liquidation to put before the meeting. The Board therefore proposes, subject to the general meeting not resolving that the Company shall continue operations as set out above, that the general meeting resolve, as a secondary proposal, that the Company enter into liquidation.
The main contents of the proposal are as follows:
Grounds for liquidation: the control balance sheet shows that the Company's equity is less than half of the registered share capital.
The resolution on liquidation is proposed to take effect from the date on which the Swedish Companies Registration Office (Bolagsverket) appoints a liquidator. The Board's preliminary assessment is that distribution could be expected to take place within ten months of Bolagsverket's decision to appoint a liquidator. As a matter of caution, no liquidation proceeds should be anticipated. The Board has no proposal for a liquidator.

SHARE CAPITAL AND NUMBER OF SHARES
At the time of this notice, the number of shares and votes in the Company amounts to 254,567,548. The Company holds no shares of its own. The Company's share capital amounts to SEK 2,545,675.48.

AVAILABLE DOCUMENTS
Complete proposals and other documents will be made available at the Company's office and on its website, investor.valuno.com, no later than two weeks before the meeting, i.e. no later than 14 August 2026. The documents will also be sent free of charge to shareholders who request them and provide their address. All documents will be presented at the meeting.
The following documents will be made available:
i. Control balance sheet with notes
ii. The auditor's statement on the control balance sheet
iii. Power of attorney form
iv. Documents pursuant to Chapter 25, Section 4 of the Companies Act

SHAREHOLDERS' RIGHT TO INFORMATION
At the request of a shareholder, and provided the Board considers that this can be done without material harm to the Company, the Board and the CEO shall provide information regarding circumstances that may affect the assessment of a matter on the agenda, circumstances that may affect the assessment of the Company's or a subsidiary's financial position, and the Company's relationship to other companies within the group.

PROCESSING OF PERSONAL DATA
For information on how personal data is processed in connection with the general meeting, please refer to Euroclear Sweden AB's privacy policy, available at www.euroclear.com/dam/ESw/Legal/Integritetspolicy-bolagsstammor-svenska.pdf.

NB. This notice has been prepared in Swedish and English. In the event of any discrepancies between the versions, the Swedish version shall prevail.

For further information, please contact:
Jörgen Eriksson, Chairman of the Board, Valuno Group AB (publ)

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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.co**m.

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 2026-08-12 10:06 CEST.