

PRESS RELEASE

17 December 2025 17:17:00 CET

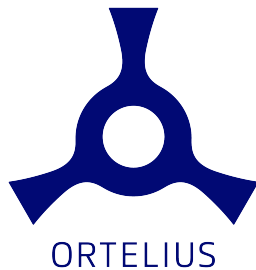
ORTELIUS INTERNATIONAL RESOLVES ON DIRECTED SET-OFF ISSUE OF SHARES

ORTELIUS International AB (publ) (Nasdaq First North Growth Market: ORTIN) ("ORTELIUS" or "Company") announces that the Board of Directors of ORTELIUS has today, on 17 December 2025, based on the authorisation granted by the annual general meeting held on 5 June 2025, resolved on a directed set-off issue of 9,195,537 shares, with deviation from the shareholders' pre-emptive rights. ORTELIUS International AB (publ) (Nasdaq First North Growth Market: ORTIN) ("ORTELIUS" or "Company") announces that the Board of Directors of ORTELIUS has today, on 17 December 2025, based on the authorisation granted by the annual general meeting held on 5 June 2025, resolved on a directed set-off issue of 9,195,537 shares, with deviation from the shareholders' pre-emptive rights. The share issue handles the conversion of a loan, including accrued interest, at the request of the lender JEQ Capital AB and the issuance of the remaining shares in connection with the reverse takeover approved by the annual general meeting.

The directed set-off issue comprises 9,195,537 shares, subscribed for by JEQ Capital AB and the remaining shareholders connected to the reverse takeover that was communicated in the communiqué from the annual general meeting. In total, the conversion amounts to a total of SEK 9 972 650 and is settled by set-off against claims on the Company.

The subscription price per share amounts to SEK 1.07 for JEQ Capital AB and SEK 4.81 for the other subscribers. JEQ Capital AB subscribes for more than 99 per cent of the shares in the Directed Set-off Issue, while the remaining subscribers, related to the reverse takeover, together account for a minor portion. The lower subscription price for JEQ Capital AB is justified by the size and risk profile of the claim, as well as by the significant reduction of the Company's indebtedness resulting from the set-off.

The directed set-off issue entails an increase of the share capital by a maximum of SEK 344 886,062250. Upon registration with the Swedish Companies Registration Office (Bolagsverket), the number of shares will increase from 63,525,678 to 72,721,215, corresponding to a dilution of approximately 12.6 per cent.



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The Board of Directors of ORTELIUS, based on the authorisation granted by the annual general meeting, has resolved to convert a loan, including accrued interest, at the request of the lender JEQ Capital AB, amounting to SEK 9 801 052. The transaction was previously disclosed to the market on 7 December.

The reverse takeover has been carried out in accordance with the resolutions adopted by the previous Annual General Meeting. In total, 62 370 063 shares have been issued in accordance with the relevant resolutions, and the remaining 35,676 shares have been included in this issue.

Rationale and Effects

The set-off is intended to strengthen ORTELIUS's financial position by reducing indebtedness without impacting liquidity. Through the conversion of debt into equity, the transaction is expected to support an improved equity ratio and a stronger balance sheet, thereby creating conditions conducive to long-term growth and financial flexibility.

The Board of Directors considers the set-off to be in the long-term interest of ORTELIUS and its shareholders. A rights issue was considered as an alternative but was assessed as less appropriate, as it would have delayed the settlement of the debt and, given prevailing market volatility, would likely have entailed materially higher costs.

Accordingly, the Board assesses that the reasons for carrying out the share issue with deviation from shareholders' pre-emptive rights outweigh the general principle of pre-emptive rights and that the transaction is intended to be in the best interests of the Company and all its shareholders.

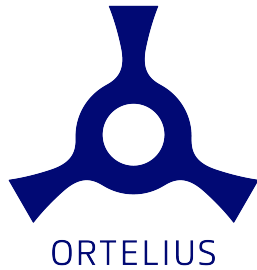
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About ORTELIUS

ORTELIUS International is a Swedish company at the forefront of AI- and data-driven business operations. Since the early 2000s, we have supported leading enterprises in establishing reliable data foundations, robust governance frameworks and advanced digital capabilities for effective decision-making and sustainable competitiveness.

Building on this expertise, ORTELIUS today enables organizations to realize the full potential of AI by ensuring data quality, governance and readiness are in place. With offices in Malmö and Gothenburg, we work with some of the world's largest companies to strengthen resilience, adaptability and long-term preparedness in an AI-driven era.

For more information:
www.ortelius.com
investors.ortelius.com

The share is listed on Nasdaq First North Growth Market (short name ORTIN).
The company's Certified Adviser is Redeye AB.

Attachments

ORTELIUS International resolves on directed set-off issue of shares