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IZAFE GROUP AB HAS RESOLVED ON A DIRECTED SHARE ISSUE OF CLASS B SHARES OF APPROXIMATELY SEK 19.8 MILLION IN ORDER TO ACCELERATE THE PACE OF SALES AND INSTALLATIONS.

The Board of Directors of iZafe Group AB (“iZafe” or the “Company”) has today (i) resolved to carry out a directed share issue of 20,868,973 class B shares pursuant to the authorization granted by the Annual General Meeting held on 28 May 2025, and (ii) resolved on a directed share issue of 39,236,014 class B shares, subject to subsequent approval by an Extraordinary General Meeting (together, the “Directed Share Issues”). Notice of the Extraordinary General Meeting will be published through a separate press release. Through the Directed Share Issues, iZafe will receive approximately SEK 19.8 million before transaction costs. The investors in the Directed Share Issues consist of a number of institutional and other qualified investors, including Meriti Ekorren Global, as well as certain existing shareholders of the Company, including Gästrike Nord Invest AB, WARDCO Invest AB, Eva Redhe, Junior Farma S.L and Exelity AB (publ). The proceeds from the Directed Share Issues are intended to finance a strengthening of the organization, which is expected to enable an increased pace of installations and sales.

The Directed Share Issues

The Board of Directors of iZafe has today resolved to carry out two directed share issues of class B shares, with deviation from the shareholders’ pre-emption rights, of a total of 60,104,987 class B shares at a subscription price of SEK 0.33 per share. The Directed Share Issues will be carried out as two separate issues, whereby the Board of Directors of iZafe has resolved on (i) a directed share issue of 20,868,973 class B shares pursuant to the authorization granted by the Annual General Meeting held on 28 May 2025 (the “First Issue”), and (ii) a directed share issue of 39,236,014 class B shares, subject to subsequent approval by an Extraordinary General Meeting planned to be held on or around 12 March 2026 (the “Second Issue”). Notice of the Extraordinary General Meeting will be published through a separate press release. Through the Directed Share Issues, iZafe will receive approximately SEK 19.8 million before transaction costs. The Directed

Share Issues are subscribed for by a number of existing long-term shareholders, including Gästrike Nord Invest AB, WARDCO Invest AB, Eva Redhe, Junior Farma S.L and Exelity AB (publ), as well as a number of external qualified investors, including the institutional investor Meriti Ekorren Global.

The subscription price in the Directed Share Issues has been determined through arm's length negotiations with the investors and corresponds to a discount of approximately 10.6 per cent compared to the volume-weighted average price (VWAP) of the Company's share on Nasdaq First North during the ten most recent trading days up to and including 18 February 2026.

The First Issue

The Board of Directors of the Company has today resolved on the First Issue of 20,868,973 class B shares at a subscription price of SEK 0.33 per share, pursuant to the authorization granted by the Annual General Meeting held on 28 May 2025. The subscribers in the First Issue comprise a number of external qualified investors and existing shareholders.

The Second Issue

The Board of Directors of the Company has also today resolved on the Second Issue, which is subject to subsequent approval by an Extraordinary General Meeting, as it is not covered by the existing issue authorization granted by the Annual General Meeting held on 28 May 2025. The Second Issue comprises a total of 39,236,014 class B shares at a subscription price of SEK 0.33 per share. The subscribers in the Second Issue comprise a number of external qualified investors and existing shareholders.

Background and rationale for the Directed Share Issues

iZafe is in a growth phase and at the beginning of 2025, in connection with the Company communicating its forecast, the Company's ARR amounted to approximately SEK 1.7 million. At the beginning of 2026, ARR amounts to approximately SEK 10 million, in line with the previously communicated development trajectory. The Company has thereby established a stable base of recurring revenues.

Since the forecast was communicated, the business structure has been further strengthened. In the Netherlands, the previous distributor has been acquired and operations are now conducted in-house. In Sweden, the share of direct sales has increased. This means that the Company today receives a larger share of the recurring revenue per installed unit than what formed the basis for the previous forecast, which improves long-term earnings capacity. At the same time, the Company continues to develop its partner strategy in international markets. During 2026, increased activity is expected via partners in Iceland, Norway, Finland and Spain, while concrete opportunities have been identified in the United Kingdom and Denmark. The partner strategy is an important complement to direct sales and enables cost-efficient expansion into new markets.

In light of the improved earnings capacity per unit and a growing customer base consisting of more than 30 municipalities/customers in Sweden and 29 active customers in the Netherlands, the Board of Directors assesses that the Company's long-term revenue potential is greater than what has previously been reflected in the forecast.

In order to enable accelerated growth and realize this potential, the Company intends to strengthen the organization through approximately seven key recruitments within implementation, training, sales and product development in Sweden and the Netherlands, including a Country Manager in the Netherlands. A strengthened organization is assessed to be crucial to increase the installation rate, improve onboarding of new customers and strengthen competitiveness in larger tenders.

Against this background, the Board of Directors of iZafe has resolved to carry out the Directed Share Issues in order to enable this accelerated growth and strengthen the Company's position in a rapidly growing European market for digital medication management.

Potential impact on ARR and active Dosell units as a result of the Directed Share Issues

The Company assesses that the Directed Share Issues provide the Company with prerequisites to further increase the pace of sales and installations, provided that the Company's expansion plans, recruitments and organizational changes can be implemented successfully and according to plan. The Company will continuously monitor the fulfilment of its forecast regarding ARR and active Dosell units and publish any revisions to the forecast in connection with quarterly reports, or if a need arises.

Deviation from shareholders' pre-emption rights

The Board of Directors has carefully considered alternative financing options, including the possibility of carrying out a rights issue. The Board of Directors is aware that cash issues as a main rule should be conducted as rights issues and has taken into account the guidelines issued by the Swedish Securities Council's self-regulatory committee (ASK).

Following an overall assessment, and taking into account the prevailing market conditions, the Company's financial position and the Company's shareholder structure, the Board of Directors considers that, on objective grounds, it is in the interest of the Company and its shareholders to carry out the Directed Share Issues on the terms presented above. In its assessment, the Board of Directors has considered, *inter alia*, the following:

- i) A rights issue would take significantly longer to execute, which may risk the Company missing the opportunity to raise capital that secures the Company's liquidity needs in the short to medium term, which could ultimately impair the Company's financial and operational flexibility and limit the Company's ability to invest in product purchases and recruit personnel, thereby limiting the Company's ability to capitalize on business opportunities.

- ii) Through the Directed Share Issues, the Company can diversify and strengthen the Company's shareholder base with additional institutional and other qualified investors, which is considered beneficial for the Company, its long-term development and the liquidity of the share.
- iii) A rights issue is also normally carried out at a customary, not insignificant, discount to the prevailing share price, and the Board of Directors assesses that a rights issue would likely have been carried out at a lower subscription price than the price determined in the Directed Share Issues, given the discount levels in rights issues carried out in the market recently. Furthermore, there is a risk of negative share price development during the process, particularly in light of the volatile and challenging market conditions, which in turn entails a risk that a rights issue would not be subscribed to a sufficient extent and thus would not provide the Company with sufficient capital.
- iv) In light of current market conditions and the volatility observed in the stock market, the Board of Directors has assessed that a rights issue would also require significant underwriting commitments from an underwriting syndicate, which would entail additional costs and/or further dilution for shareholders depending on the type of compensation paid for such underwriting commitments. The Board of Directors also notes that there is currently increased regulatory uncertainty regarding the execution of underwriting commitments, which entails a risk that a rights issue could not be secured to the desired extent and thereby risk not providing the Company with sufficient capital.
- v) The reason why existing shareholders have been included among the subscribers in the Directed Share Issues is that these shareholders have expressed and demonstrated a long-term interest in the Company, which, according to the Board of Directors, creates security and stability for both the Company and its shareholders. The Board of Directors assesses that participation from existing shareholders is of importance for a successful implementation of the Directed Share Issues.

Taking the above into account, the Board of Directors has assessed that the Directed Share Issues, on the presented terms, constitute a better alternative for both the Company and all shareholders than a rights issue. The Board of Directors' overall assessment is therefore that the stated reasons for the Directed Share Issues outweigh the reasons for a rights issue under the main principle and that the Directed Share Issues are deemed to be in the best interest of both the Company and its shareholders.

The subscription price has been resolved by the Board of Directors following arm's length negotiations between the Company and the investors. The Board of Directors assesses that the Directed Share Issues have been carried out on market terms and that the subscription price correctly reflects prevailing market conditions and demand.

Number of shares, share capital and dilution

If all class B shares in the Directed Share Issues are subscribed for, the number of shares and votes in the Company will increase by 60,104,987 from 370,486,350 shares (of which 600,000 are class A shares) to 430,591,337 shares (of which 600,000 are class A shares), corresponding to an increase in the share capital by SEK 3,005,249.35 from SEK 18,524,317.50 to SEK 21,529,566.85. Of the increase in the share capital, SEK 1,043,448.65 is attributable to the First Issue and SEK 1,961,800.70 is attributable to the Second Issue. The Directed Share Issues entail a dilution of approximately 13.96 per cent of the Company's share capital. The dilution effect is calculated as the number of new shares issued through the Directed Share Issues divided by the total number of shares in the Company after the Directed Share Issues.

Subsequent approval at the Extraordinary General Meeting

The Board of Directors' resolution on the Second Issue is subject to subsequent approval by an Extraordinary General Meeting planned to be held on or around 12 March 2026. Notice of the Extraordinary General Meeting will be published through a separate press release. Shareholders representing approximately 45 per cent of the votes in the Company have expressed their intention to vote in favor of approving the Second Issue.

Advisers

Nordicap Corporate Finance AB acts as financial adviser and LegalWorks acts as legal adviser to iZafe in connection with the Directed Share Issues. Aqrat Fondkommission AB acts as issuing agent in connection with the Directed Share Issues.

Important information

The publication, release or distribution of this press release may be subject to restrictions under law in certain jurisdictions, and persons in the jurisdictions where this press release has been published or distributed should inform themselves about and observe such legal restrictions. The recipient of this press release is responsible for using this press release and the information herein in accordance with applicable rules in each relevant jurisdiction. This press release does not constitute an offer to sell, or a solicitation of an offer to acquire or subscribe for, any securities issued by the Company in any jurisdiction where such offer or solicitation would be unlawful or would require registration or any other measures.

This press release does not constitute an offer to, or solicitation of an offer to acquire or subscribe for, securities in the United States. The securities referred to herein may not be sold in the United States absent registration, or an exemption from registration, under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration, an exemption from registration, or in a transaction not subject to the registration requirements of the Securities Act. There is no intention to register any of the securities referred to herein in the United States or to make a public offering of such securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, in or into the United States, Australia, Japan, Canada or any other jurisdiction where such announcement, publication or distribution of this information would be in violation of applicable rules or where such measures

are subject to legal restrictions or would require registration or other measures in addition to those required under Swedish law. Actions taken in violation of this instruction may constitute a violation of applicable securities laws.

This press release is not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorized any offer to the public of securities in any EEA member state and no prospectus has been prepared, or will be prepared, in connection with the issue. In any EEA member state, this communication is only addressed to "qualified investors" in that member state as defined in the Prospectus Regulation.

In the United Kingdom, this document and any other material in relation to the securities referred to herein is only being distributed to, and is only directed at, and any investment or investment activity to which this document relates is available only to, and will be engaged in only with, "qualified investors" (within the meaning of section 86(7) of the UK Financial Services and Markets Act 2000) who are (i) persons who have professional experience in matters relating to investments who fall within the definition of "investment professionals" in article 19(5) of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); or (ii) high net worth entities falling within article 49(2)(a)-(d) of the Order (all such persons together being referred to as "relevant persons"). Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons. Persons who are not relevant persons should not take any action based on this press release and should not act or rely on it.

This press release does not identify or purport to identify all risks (direct or indirect) that may be associated with an investment in the Company's shares. Any investment decision to acquire or subscribe for new shares in the issue must be made solely on the basis of publicly available information regarding the Company and the Company's shares. Such information has not been independently verified by Nordicap Corporate Finance AB ("Nordicap"). Nordicap is acting for the Company in connection with the issue and not for anyone else. Nordicap will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice in relation to the Directed Share Issues or any other matter referred to herein.

This press release does not constitute a recommendation regarding any investor's decision relating to the issue. Each investor or potential investor should conduct its own investigation, analysis and evaluation of the business and the information described in this press release and all publicly available information. The price and value of securities may decrease as well as increase. Past performance is not a guide to future performance. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into, or form part of, this press release.

Failure to comply with these instructions may constitute a violation of the Securities Act or applicable laws in other jurisdictions.

Forward-looking statements

This press release contains forward-looking statements relating to the Company's intentions, assessments or expectations regarding the Company's future results, financial condition, liquidity, development, prospects, expected growth, strategies and opportunities, as well as the markets in which the Company operates. Forward-looking statements are statements that do not relate to historical facts and may be identified by the use of expressions such as "believes", "expects", "anticipates", "intends", "estimates", "will", "may", "assumes", "should", "could" and, in each case, their negatives, or similar expressions. The forward-looking statements in this press release are based on various assumptions, many of which are in turn based on further assumptions. Even though the Company believes that the assumptions reflected in these forward-looking statements are reasonable, it cannot be guaranteed that they will occur or that they are correct. As these assumptions are based on assumptions or estimates and are subject to risks and uncertainties, the actual result or outcome may, for many different reasons, differ materially from what is set out in the forward-looking statements. Such risks, uncertainties, contingencies and other material factors may cause actual events to differ materially from the expectations expressed or implied in this press release by the forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are correct and each reader of the press release should not unduly rely on the forward-looking statements herein. The information, opinions and forward-looking statements expressly or impliedly contained herein are only given as of the date of this press release and are subject to change. Neither the Company nor any other person undertakes any obligation to review, update, confirm or publicly announce any revisions to any forward-looking statement to reflect events that occur or circumstances that arise in relation to the content of this press release, except as required by law or by Nasdaq's rulebook.

Information to distributors

Solely for the purposes of the product governance requirements contained in: (a) Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) national implementing measures (together the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (within the meaning of the MiFID II Product Governance Requirements) might otherwise have, the Company's shares have been subject to a product approval process, which has determined that such shares are: (i) compatible with an identified target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II (the "Positive Target Market"); and (ii) compatible with distribution through all distribution channels as permitted by MiFID II. Distributors should note that: the price of the Company's shares may decline and investors could lose all or part of their investment; the Company's shares offer no guaranteed income and no capital protection; and an investment in the Company's shares is compatible only for investors who do not need a guaranteed income or capital protection and who (either alone or with the help of an appropriate financial or other

adviser) are capable of evaluating the merits and risks of such an investment and have sufficient resources to be able to bear any losses that may result from such an investment. Conversely, an investment in the Company's shares is not compatible for investors who need full capital protection or full repayment of the amount invested, cannot bear any risk or who require guaranteed or predictable returns (the "Negative Target Market", and together with the Positive Target Market, the "Target Market"). The target market assessment is without prejudice to any other requirements regarding contractual, legal or regulatory selling restrictions in relation to the issue. Furthermore, it should be noted that notwithstanding the target market assessment, Nordicap will only provide investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the target market assessment does not constitute (a) an appropriateness or suitability assessment within the meaning of MiFID II, or (b) a recommendation to any investor or group of investors to invest in, acquire, or take any other action whatsoever in relation to the Company's shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Company's shares and determining appropriate distribution channels.

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About iZafe Group AB (publ.)

iZafe Group is a Life Science company that conducts research, development and marketing of digital medical solutions and services for safer medication management at home.

The company leads the development of digital drug dispensing through the drug robot Dosell as well as the SaaS solution Pilloxa with the smart pillbox. The company's solutions reduce the risk of incorrect medication in the home, increase compliance, relieve public health care, increase the quality of life for patients and create a safer environment for relatives.

The customers consist of private individuals, pharmaceutical companies and public and private healthcare providers in Sweden, the Nordics and globally. iZafe Group primarily sells through well-established partners who already have long and deep customer relationships with the prioritized customer groups. The head office is in Stockholm.

iZafe Group AB has been listed on the Nasdaq First North Growth Market since 2018. The company's Certified Adviser is DNB Carnegie Investment Bank AB. Further information is available at www.izafegroup.com

This information is information that iZafe 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 2026-02-19 08:40 CET.

Image Attachments

Business Partners

Attachments

iZafe Group AB has resolved on a directed share issue of class B shares of approximately SEK 19.8 million in order to accelerate the pace of sales and installations.