



PRESS RELEASE, 20<sup>th</sup> May 2026

## **MTI Investment restructures existing loan facility and carries out a directed set-off issue to reduce company debt with approximately SEK 13.1 million**

MTI Investment AB (publ) ("MTI" or the "Company") (NASDAQ First North: MTI) is pleased to announce that the Company has, with reference to the Company's outstanding loan facility from Holdingselskabet Claus Jørgensen II ApS, Danish reg. no 39622327 ("HCJ"), (i) entered into an amendment agreement with HCJ regarding a restructuring of the loan facility (the "Amendment Agreement") and (ii) carried out a directed set-off issue of 4,152,312 new shares to HCJ (the "Directed New Issue") to a value of approximately SEK 13.1 million. The transaction reduces the total amount of debt and interest accrued from SEK 24.1 million to SEK 11.0 million. The debt is set off against the issuance of the new shares at a subscription price of SEK 3.15791 per share to convert a total of SEK 13.1 million of debt into shareholding with HCJ.

The conversion price reflects a 29% premium to the Company's Net Asset Value (NAV) per share as of 31<sup>st</sup> of March 2026 of SEK 2.44 per share, and a 222% premium to the share price as of 18<sup>th</sup> of May. Company NAV will appreciate overall with approximately SEK 10.2 million, and NAV per share will appreciate marginally from SEK 2.44 per share to SEK 2.45 per share post transaction. The transaction will bring HCJ's ownership from 12.44% to 29.9%. The updated terms for the remaining SEK 11.0 million debt include a deletion of the conversion option, and it will only start accruing interest of 7% from first of January 2028 with annual interest payments starting on first of January 2029. The debt has no maturity but can be called from first of January 2031 giving 6 months' notice.

"The transaction transforms MTI's balance sheet and income profile without diluting the value for our shareholders with NAV per share appreciating slightly," said MTI Investment CEO Anton Dahlberg. "With the support of our lender and largest shareholder, the agreement is significantly improving the Company's long-term financial health and clearing the pathway for MTI Investment to move towards profitability"

### **Background to the Amendment Agreement**

The Company is party to three existing loan agreements with HCJ, under which the total outstanding debt amounts to approximately USD 2.6 million (including accrued interest) as of the effective date of the Amendment Agreement. Following discussions between the board of directors and HCJ regarding a restructuring of the Company's outstanding debt, the parties have entered into the Amendment Agreement, pursuant to which a portion of the debt, corresponding to USD 1,431,403, converted to SEK at an agreed exchange



rate of SEK 9.160683 per USD, corresponding to SEK 13,112,627.59, shall be set off against newly issued shares in the Company, thereby reducing the outstanding debt to approximately USD 1.2 million.

As part of the Amendment Agreement, the parties have further agreed that the remaining debt of approximately USD 1.2 million shall no longer be convertible into equity. The remaining debt shall be interest-free until 31 December 2027, after which interest at a rate of seven (7) per cent per annum shall accrue from 1 January 2028, with annual interest payments, the first such payment being due on 1 January 2029. The debt has no fixed maturity date but may be called for repayment by HCJ from 1 January 2031 onwards, subject to six (6) months' notice.

### **The Directed New Issue**

The board of directors has, based on the authorization from the annual general meeting on 5 June 2025, and in connection with the entering into of the Amendment Agreement, resolved on the Directed New Issue consisting of 4,152,312 shares to HCJ at a subscription price of SEK 3.15791 per share. The Directed New Issue forms an integral part of the restructuring contemplated by the Amendment Agreement, whereby a portion of the Company's outstanding debt to HCJ is settled through the issuance of new shares. Payment for the subscription price in the Directed New Issue is made through set-off of HCJ's claim against the Company of SEK 13,112,627.59.

### *Rationale and considerations*

The deviation from the shareholders' preferential rights is motivated by the fact that the Directed New Issue constitutes part of an agreed restructuring of the Company's debt to HCJ, whereby a portion of the debt is set off against newly issued shares in the Company. The Directed New Issue enables the Company to materially improve its balance sheet and overall cash flow without affecting the Company's liquidity. The board of directors has assessed alternative financing options for the repayment of the debt to HCJ and has concluded that it is most beneficial for the Company's liquidity and financial position to settle the debt through the issuance of shares in the Company. The board of directors has further concluded that the alternative of raising capital for repayment of the debt through a rights issue, as compared to the Directed New Issue, (i) would require significantly more time to complete and would therefore not address the Company's need to strengthen its balance sheet in the near term, (ii) would not be suited for the purpose of settling an existing claim rather than raising new capital for the Company at this stage, and (iii) would entail higher fees, discounts and costs for the Company and would therefore be a less favorable alternative for the shareholders as a whole.

The subscription price has been determined based on a premium of approximately twenty-eight (29) per cent above the Company's current net asset value (NAV) per share. The board of directors note that the subscription price exceeds the recent trading price



of the Company's share by approximately 200–400 per cent. The board of directors considers that the claim is eligible for set-off and that the set-off is to the benefit of both the Company and its shareholders. The board of directors' overall assessment is that the reasons for carrying out the Directed New Issue with deviation from the shareholders' preferential rights outweigh the reasons supporting the general rule of issuing shares with preferential rights for existing shareholders, and that the Directed New Issue is therefore in the interest of the Company and all of its shareholders.

#### *Shares and share capital*

Through the Directed New Issue, the number of shares in the Company increases by 4,152,312, from 16,666,614 to a total of 20,818,926, and the share capital increases by SEK 953,910.63576, from SEK 3,828,821.23422 to a total of SEK 4,782,731.86998, corresponding to a dilution of approximately 19.9 per cent based on the total number of shares in the Company following the Directed New Issue.

Following the Directed New Issue, HCJ will hold a total of 6,224,859 shares in the Company, corresponding to approximately 29.9 per cent of the total number of shares and votes in the Company, an increase from approximately 12.44 per cent prior to the Directed New Issue.

#### **For additional information**

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This information is such that MTI Investment AB (publ) is obliged to make public pursuant to the EU Market Abuse Regulation (EU No 596/2014). The information was submitted for publication, through the agency of the contact person set out above, on 20<sup>th</sup> of May 2026 at 8.30AM CEST.

#### **About MTI Investment AB**

MTI Investment is an Africa-focused investment company that takes an active ownership role in high-quality small and medium enterprises. MTI invests in businesses that capitalize on Africa's major growth trends: a rapidly expanding middle class, increasing urbanization, and greater food security. The purpose-driven approach guides MTI to invest in companies where financial returns for shareholders go hand-in-hand with sustainable job creation and long-term economic growth. The company operates two distinct investment strategies: a growth portfolio for building pre-seed stage businesses into profitable ventures and an investment portfolio containing mature, cash-flow-positive companies.



The MTI Investment share (MTI) is traded on the Nasdaq First North Growth Market.

Certified Adviser to MTI Investment is Mangold Fondkommission AB.

Read more on: [www.mti-investment.com](http://www.mti-investment.com)