



**Press release** | Stockholm 2026-01-22

## **Notice of extraordinary general meeting in Acenta Group AB**

**The shareholders of Acenta Group AB, corporate identity number 556884-9920, are hereby invited to attend an extraordinary general meeting on Wednesday, February 18, 2026, at 2:00 p.m. at Mangold Fondkommission's premises, Nybrogatan 55, Stockholm.**

### **Right to participate and registration**

Shareholders who wish to participate in the general meeting shall

- be listed as a shareholder in the share register maintained by Euroclear Sweden AB on Tuesday, February 10, 2026, and
- register with the company no later than Thursday, February 12, 2026, in writing to Acenta Group AB, c/o Laye, Banérgatan 42, 115 26 Stockholm (mark the letter "extraordinary general meeting 2026") or by email to [antonia.ekenberg@klarasma.se](mailto:antonia.ekenberg@klarasma.se). The notification must state the full name, personal or organization number, shareholding, address, daytime telephone number and, where applicable, information about representatives or assistants (maximum two). Where applicable, the notification should be accompanied by powers of attorney, registration certificates, and other authorization documents.

### **Nominee-registered shares**

Shareholders whose shares are nominee-registered must, in order to be entitled to participate in the General Meeting, contact their bank or nominee to temporarily register the shares in their own name so that the shareholder is registered in the share register maintained by Euroclear Sweden AB on the record date of February 10, 2026. Voting rights registration requested by shareholders in such a time that the registration has been made by the nominee no later than the second banking day after February 10, 2026, will be taken into account in the preparation of the share register.

### **Proxies and proxy forms**

Those who are not personally present at the meeting may exercise their rights at the meeting through a proxy with a written, signed, and dated proxy form. A proxy form is available on the company's website, [www.acenta.group](http://www.acenta.group). The proxy form can also be obtained from the company and sent to shareholders who request it and provide their address. If the proxy is issued by a legal entity, a copy of the registration certificate or

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**Banérgatan 42 115 26 Stockholm**  
**Organization number: 556884-9920**  
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equivalent authorization document for the legal entity must be attached. The proxy may not be older than one year unless a longer period of validity is specified in the proxy, but no longer than five years. To facilitate admission to the meeting, proxies, registration certificates, and other authorization documents should be received by the company well in advance of the meeting.

### **Number of shares and votes**

The number of outstanding shares and votes in the company at the time of this notice is 5,167,250. The company does not hold any of its own shares.

### **Proposed agenda**

1. Opening of the meeting and election of chairperson.
2. Preparation and approval of voting list.
3. Approval of agenda.
4. Election of one or two persons to verify the minutes.
5. Verification that the meeting has been duly convened.
6. Resolution on the approval of the Board of Directors' decision on a directed set-off issue.
7. Resolution on the approval of the Board of Directors' decision on a directed set-off issue.
8. Resolution on the approval of the Board of Directors' decision on a directed set-off issue.
9. Closing of the meeting.

### **Proposed decisions**

#### **Resolution to approve the Board of Directors' decision on a directed set-off issue (item 6)**

The Board of Directors of Acenta Group AB ("Acenta Group" or "the Company") proposes that the General Meeting approve the Board's decision on a directed set-off issue of shares to the sellers of Acenta AS, corporate identity number 912 356 868, in accordance with the terms and conditions set out below.

#### **Background and reasons for deviation from shareholders' preferential rights**

The issue is being carried out for the purpose of completing the payment for the acquisition of Acenta AS in accordance with the share transfer agreement that was entered into and communicated to the stock market on October 30, 2024, and approved by the general meeting on January 10, 2025. In accordance with the share transfer agreement, the Company shall pay an additional purchase price of SEK 20 million, which shall be paid pro rata in relation to the previous ownership in Acenta AS one year from the date of acquisition, and shall be paid through a set-off issue with newly issued shares to the sellers of Acenta AS. Approximately SEK 0.3 million will be added to the additional

purchase price to take into account deviations from warranty clauses in the share transfer agreement. The current amount will be set off in the same way together with the additional purchase price.

The reason for deviating from shareholders' preferential rights is to fulfill the agreement entered into with the sellers of Acenta AS. It is the Board's assessment that a share issue with deviation from shareholders' preferential rights is an agreed obligation and therefore also justifies the deviation from the main rule that share issues shall be carried out with preferential rights for shareholders.

As members of the Company's Board of Directors are included in the group of persons entitled to subscribe, the set-off issue is subject to the provisions of Chapter 16 of the Swedish Companies Act, known as the Leo Act.

1. To increase the Company's share capital by a maximum of SEK 1,264,445 through a directed set-off issue of a maximum of 2,023,112 shares. The set-off issue will reduce the Company's debt burden by a maximum of SEK 20,332,275.60.
2. For the subscribed shares, a subscription price per share of SEK 10.05 shall be paid. The portion of the subscription price that exceeds the quota value shall be allocated to the free share premium reserve. The subscription price has been determined after negotiations with the subscribers and corresponds to the volume-weighted average price of the Company's shares during the ten (10) trading days immediately preceding the date of the decision on the set-off issue. The subscription price is in accordance with the agreement entered into with the sellers of Acenta AS and is considered by the Board of Directors to be in line with market conditions.
3. The right to subscribe for the new shares shall, by way of deviation from the shareholders' preferential rights, be granted to the sellers of Acenta AS in proportion to their shareholdings in Acenta AS at the time of sale.
4. Subscription for shares shall be made with binding effect on a special subscription list within seven (7) days of the issue decision. Payment for the subscribed shares shall be made in connection with the subscription by way of set-off of the subscribers' claims on the Company.
5. The Board shall have the right to extend the subscription period and to move the settlement date.
6. Decisions on allocation are made by the Company's Board of Directors. Over-subscription is not permitted.

7. The new shares entitle the holder to dividends from the date on which the shares are entered in the share register maintained by Euroclear Sweden AB.
8. The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

*Through the issue, the shareholder Plan Investor AS may receive a maximum of approximately 26 percent of the capital and votes in Acenta Group AB. Plan Investor AS has applied for and been granted an exemption from the Swedish Securities Council (Aktiemarknadsnämnden) (Aktiemarknadsnämnden's statement 2024:79). The exemption is conditional upon (i) the shareholders being informed of Plan Investor AS's maximum possible holding as a result of the issue; and (ii) that the decision under this item is supported by shareholders representing at least two-thirds (2/3) of both the votes cast and the shares represented at the extraordinary general meeting, whereby any shares in Acenta Group AB held by Plan Investor AS are disregarded in the vote count.*

**Resolution to approve the Board of Directors' decision on a directed set-off issue (item 7)**

The Board of Directors proposes that the General Meeting approve the Board's decision on a directed set-off issue of shares to creditors in accordance with the terms and conditions set out below.

**Background and reasons for deviation from shareholders' preferential rights**

In order for the Company (at that time under the name Bonzun AB) to be able to carry out a reverse acquisition, it was necessary to be able to handle the Company's liabilities in their entirety. In view of this, prior to the previously announced and subsequently discontinued acquisition process with Retime AS, the Company entered into an agreement with a large number of creditors regarding set offs against shares to a value of approximately SEK 12.9 million. As members of the Company's board of directors are included in the group of persons entitled to subscribe, the set-off issue is subject to the provisions of Chapter 16 of the Swedish Companies Act, the so-called Leo Act.

The creditors subscribed for shares in the Company through set-off of claims at a subscription price of SEK 0.028 per share. Prior to the subscription, the Company undertook to compensate the subscribers in the event of a reverse acquisition at a later date at a lower subscription price. When the acquisition of Acenta AS was completed, this meant that the previous subscribers were to be compensated with an amount of approximately SEK 6.4 million. The reversals for the current liability are to be settled by offsetting against shares at the Company's market value 12 months after the Company's entry into the Transaction. The subscription price for the set-off issue shall correspond to the volume-



weighted average price of the Company's shares during the ten (10) trading days immediately preceding the date of the decision on the set-off issue. That is, at the same subscription price at which the sellers of Acenta AS receive shares for the additional purchase price.

The current set-off issue follows the share transfer agreement that was entered into and communicated to the stock market on October 30, 2024, and approved by the general meeting on January 10, 2025.

The reason for deviating from shareholders' preferential rights is to fulfill the agreements entered into with the creditors and sellers of Acenta AS. It is the Board's assessment that a share issue with deviation from shareholders' preferential rights is an agreed obligation and therefore also justifies the deviation from the main rule that share issues shall be carried out with preferential rights for shareholders.

As members of the Company's Board of Directors are included in the group of persons entitled to subscribe, the set-off issue is subject to the provisions of Chapter 16 of the Swedish Companies Act, known as the Leo Act.

1. To increase the Company's share capital by a maximum of SEK 400,848.75 through a directed set-off issue of a maximum of 641,358 shares. The set-off issue will reduce the Company's debt burden by a maximum of SEK 6,445,647.90.
2. For the subscribed shares, a subscription price per share of SEK 10.05 shall be paid. The portion of the subscription price that exceeds the quota value shall be allocated to the free share premium reserve. The subscription price has been determined after negotiations with the subscribers and corresponds to the volume-weighted average price of the Company's shares during the ten (10) trading days immediately preceding the date of the decision on the set-off issue. The subscription price is in accordance with agreements entered into with the subscribers, corresponds to the subscription price in the set-off issue to the sellers of Acenta AS, and is considered by the Board of Directors to be in line with market conditions.
3. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be granted to:

Name	Maximum number of shares	Amount (SEK)
Dividend Sweden AB	17,241	173,272.05
Angelizer Holding AB	7,931	79,706.55

Square Venture Consulting AB	279,886	2 812,854.30
Confundi Group AB	55,771	560,498.55
Bonnie Roupé	5,663	56,913.15
Gerhard Dal	2,487	24,994.35
Bizcap AB	99,502	999,995.10
Josefine Bin Young	16,417	164,990.85
Emma Wickman	2,128	21,386.40
Differentchips! AB (Jacob Dalborg)	22,437	225,491.85
Seagull Executive Adviser AB (Håkan Johansson)	33,557	337,247.85
Pyxonic AB	932	9,366.60
Silberman Management AB	7,462	74,993.10
Toydarian Capital AB (Jacob Dalborg)	89,944	903,937.20

4. Subscription for shares shall be made with binding effect on a special subscription list within seven (7) days of the issue decision. Payment for the subscribed shares shall be made in connection with the subscription by way of set-off of the subscribers' claims on the Company.

5. The Board shall have the right to extend the subscription period and to move the settlement date.

6. Decisions on allocation are made by the Company's Board of Directors. Over-subscription is not permitted.

7. The new shares entitle the holder to dividends from the date on which the shares are entered in the share register maintained by Euroclear Sweden AB.

8. The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

**Resolution to approve the Board of Directors' decision on a directed set-off issue (item 8)**

The Board of Directors proposes that the General Meeting approve the Board's decision on a directed set-off issue of shares to creditors in accordance with the terms and conditions set out below.

#### Background and reasons for deviation from shareholders' preferential rights

The reasons for the deviation from shareholders' preferential rights are to strengthen the Company's balance sheet and liquidity in a time- and cost-efficient manner in the short term, which has been of utmost importance given the Company's limited human resources and financial situation. The Board also believes that a rights issue would involve relatively high costs in relation to the issue amount, take significantly longer to implement, and likely need to be carried out at a lower subscription price given the discount levels for rights issues recently carried out on the market. The Board of Directors further assesses that the implementation of a directed set-off issue at a subscription price corresponding to the average volume-weighted average price of the share in the current market climate is positive for the Company and thus indirectly also for all of the Company's existing shareholders.

1. To increase the Company's share capital by a maximum of SEK 33,928.125 through a directed set-off issue of a maximum of 54,285 shares. The set-off issue will reduce the Company's debt burden by a maximum of SEK 545,564.25.
2. For the subscribed shares, a subscription price per share of SEK 10.05 shall be paid. The portion of the subscription price that exceeds the quota value shall be allocated to the free share premium reserve. The subscription price has been determined after negotiations with the subscribers and corresponds to the volume-weighted average price of the Company's shares during the ten (10) trading days immediately preceding the date of the decision on the set-off issue and is considered by the Board of Directors to be in line with market conditions. The subscription price corresponds to the subscription price in the set-off issue to the sellers of Acenta AS.
3. The right to subscribe for the new shares shall, with deviation from the shareholders' preferential rights, be granted to:

<b>Name</b>	<b>Maximum number of shares</b>	<b>Amount (SEK)</b>
BeQuoted AB	7,679	77,173.95
Scandinavian Sales Group AB	35,571	357,488.55
Doclab AS	2,919	29,335.95
Stig Holten	8,116	81,565.80

4. Subscription for shares shall be made with binding effect on a special subscription list within seven (7) days of the issue decision. Payment for the subscribed shares shall be



made in connection with the subscription by way of set-off of the subscribers' claims on the Company.

5. The Board shall have the right to extend the subscription period and to postpone the settlement date.
6. Decisions on allocation are made by the Company's Board of Directors. Over-subscription is not permitted.
7. The new shares entitle the holder to dividends from the date on which the shares are entered in the share register maintained by Euroclear Sweden AB.
8. The Board of Directors, or the person appointed by the Board of Directors, shall have the right to make minor adjustments to the resolution that may be necessary in connection with registration with the Swedish Companies Registration Office.

### **Majority requirement**

For a valid decision under agenda item 8 above, the decision must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the general meeting.

For a valid resolution under agenda items 6 and 7 above, the resolution must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

### **Documents and information at the general meeting**

Shareholders are reminded of their right to request information in accordance with Chapter 7, Section 32 of the Swedish Companies Act. All documents pursuant to the Swedish Companies Act (2005:551) will be available at the company's offices in Stockholm and on the company's website, [www.acenta.group](http://www.acenta.group), no later than three weeks prior to the meeting and will be sent to shareholders who so request and provide their postal address.

### **Processing of personal data**

For information on how your personal data is processed, please refer to the privacy policy available on Euroclear's website <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>. Acenta Group AB is based in the municipality of Stockholm.

Stockholm, January 2026

**Acenta Group AB (publ)**

*The Board of Directors*

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**Banérgatan 42 115 26 Stockholm**  
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**For further information, please contact:**

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*This document is a translation of the original Swedish press release. In case of any discrepancies, the Swedish version shall prevail.*

**About Acenta Group AB – [www.acenta.group](http://www.acenta.group)**

Acenta Group is building the global sport-tech platform for padel, connecting businesses, players, clubs and fans through world-class courts, premium products, tournaments and digital community engagement. We are more than a padel company, we are a growing international ecosystem designed to make the sport more accessible, more connected and more engaging everywhere.

Acenta Group is listed on Nasdaq First North Growth Market under the ticker PADEL.  
Certified Adviser for Acenta Group is Mangold Fondkommission AB.