

Acenta Group carries out set-off share issues of approx. SEK 27.3 million primarily related to the reverse acquisition of Acenta AS

Acenta Group AB (“Acenta Group” or the “Company”) hereby announces that the Board of Directors, subject to approval by the general meeting, has resolved to carry out set-off share issues in order to complete the reverse acquisition of Acenta AS. The general meeting is proposed to approve a directed set-off share issue of approximately SEK 20.3 million to the sellers of Acenta AS for the settlement of additional purchase consideration, as well as a directed set-off share issue of approximately SEK 6.4 million to creditors. The set-off share issues are carried out in accordance with the share transfer agreement (the “Share Transfer Agreement”) entered into and communicated to the stock market on 30 October 2024, and approved by the general meeting on 10 January 2025, in connection with the acquisition of Acenta AS. The subscription price in the set-off share issues is determined in accordance with the Share Transfer Agreement and has been set at SEK 10.05 per share, corresponding to the volume-weighted average price of the Company’s share during the ten (10) trading days immediately preceding the date of the resolutions.

In addition, the Board of Directors has resolved, subject to approval by the general meeting, to carry out a directed set-off share issue of approximately SEK 0.5 million to other creditors. The subscription price in the set-off share issue has been set at SEK 10.05 per share and is consistent with the other resolved set-off share issues.

Set-off Share Issue to the Sellers of Acenta AS

The set-off share issue is carried out for the purpose of completing the payment for the acquisition of Acenta AS in accordance with the share transfer agreement entered into and communicated to the stock market on 30 October 2024, and approved by the general meeting on 10 January 2025. Pursuant to the Share Transfer Agreement, the Company shall pay additional purchase consideration

amounting to SEK 20 million, which shall be paid pro rata in relation to the sellers' former ownership interests in Acenta AS one year from the closing date, and shall be settled through a set-off share issue by the issuance of new shares to the sellers of Acenta AS. In addition to the additional purchase consideration, approximately SEK 0.3 million is added due to deviations related to warranty clauses in the Share Transfer Agreement. This amount shall be settled in the same manner together with the additional purchase consideration.

The reason for the deviation from the shareholders' pre-emption rights is to fulfil the obligations under the agreement entered into with the sellers of Acenta AS. The Board of Directors considers that a share issue with deviation from the shareholders' pre-emption rights is required in order to fulfil the contractual obligations and therefore justifies the deviation from the main rule that share issues shall be carried out with pre-emption rights for shareholders.

The subscription price has been determined following negotiations with the subscribers and corresponds to the volume-weighted average price of the Company's share during the ten (10) trading days immediately preceding the date of the resolution on the set-off share issue. The subscription price is in accordance with the agreement entered into with the sellers of Acenta AS and is assessed by the Board of Directors to be on market terms.

As members of the Company's Board of Directors and management are included among the persons entitled to subscribe, the set-off share issue is subject to the provisions of Chapter 16 of the Swedish Companies Act (the so-called 'Leo Act').

The Board of Directors' resolution on the set-off share issue comprises a maximum of 2,023,112 shares and is subject to approval by the general meeting. The subscription price in the set-off share issue amounts to SEK 10.05 per share, whereby liabilities totaling approximately SEK 20.3 million are set off against shares. Among the subscribers are Plan Investor AS (691,106 shares), which is 50 percent owned by Board Member and CEO Håkan Tollefsen, Håkan Tollefsen (82,595 shares), Board Member Magnus Waller through Magella Holding AB (230,946 shares), Håkan Tollefsen through Obsido Invest AS (1,059 shares) and



Chapmore Ventures AS (8,684 shares), which is 50 percent owned by Håkan Tollefsen.

Through the set-off share issue, the number of shares will increase by 2,023,112, from 5,167,250 shares to 7,190,362 shares, and the share capital will increase by SEK 1,264,445, from SEK 3,229,531.25 to SEK 4,493,976.25. The set-off share issue results in a dilution of approximately 28.14 percent, calculated based on the number of shares in the Company as of today.

Set-off Share Issue to Creditors in Accordance with the Share Transfer Agreement

In order for the Company (at the time operating under the name Bonzun AB) to be able to carry out a reverse acquisition, it was a prerequisite to fully address the Company's outstanding liabilities. Against this background, prior to the previously communicated and subsequently terminated acquisition process involving Reltime AS, the Company entered into agreements with a significant number of creditors regarding set-off against shares amounting to approximately SEK 12.9 million.

The creditors subscribed for shares in the Company by way of set-off of claims at a subscription price of SEK 0.028 per share. In connection with such subscriptions, the Company undertook to compensate the subscribers in the event that a reverse acquisition were to be carried out at a later date at a lower subscription price. Upon completion of the acquisition of Acenta AS, this undertaking entails that the previous subscribers are to be compensated in an amount of approximately SEK 6.4 million. The promissory notes relating to the relevant liability shall be settled by way of set-off against shares at the Company's market value twelve (12) months after the Company's closing of the acquisition of Acenta AS.

The subscription price has been determined following negotiations with the subscribers and corresponds to the volume-weighted average price of the Company's share during the ten (10) trading days immediately preceding the date of the resolution on the set-off share issue. The subscription price is in accordance with the agreements entered into with the subscribers, corresponds

to the subscription price in the set-off share issue to the sellers of Acenta AS, and is assessed by the Board of Directors to be on market terms.

The relevant set-off share issue is carried out in accordance with the Share Transfer Agreement entered into and communicated to the stock market on 30 October 2024, and approved by the general meeting on 10 January 2025.

The reason for the deviation from the shareholders' pre-emption rights is to fulfil the agreements entered into with the creditors and the sellers of Acenta AS. The Board of Directors considers that the share issue with deviation from the shareholders' pre-emption rights are required to fulfil contractual obligations and therefore justify the deviation from the main rule that share issues shall be carried out with pre-emption rights for shareholders.

As members of the Company's Board of Directors are included among the persons entitled to subscribe, the set-off share issue is subject to the provisions of Chapter 16 of the Swedish Companies Act (the so-called 'Leo Act').

The Board of Directors' resolution on the set-off share issue comprises a maximum of 641,358 shares and is subject to approval by the general meeting. The subscription price in the set-off share issue amounts to SEK 10.05 per share, whereby liabilities totaling approximately SEK 6.4 million are set off against shares. The set-off share issue is directed to Dividend Sweden AB (17,241 shares), Angelizer Holding AB (7,931 shares), Square Venture Consulting AB (279,886 shares), Confundi Group AB (55,771 shares), Bonnie Roupé (5,663 shares), Gerhard Dal (2,487 shares), Bizcap AB (99,502 shares), Josefine Bin Young (16,417 shares), Emma Wickman (2,128 shares), Board member Jacob Dalborg through Differentchips! AB (22,437 shares), Chairman of the Board Håkan Johansson through Seagull Executive AB (33,557 shares), Pyxonic AB (932 shares), Silberman Management AB (7,462 shares) and Board member Jacob Dalborg through Toydarian Capital AB (89,944 shares).

Through the set-off share issue, the number of shares will increase by 641,358, from 7,190,362 shares to 7,831,720 shares, and the share capital will increase by SEK

400,848.75, from SEK 4,493,976.25 to SEK 4,894,825. The set-off share issue results in a dilution of approximately 11.04 percent, calculated based on the number of shares in the Company as of today.

Set-off Share Issue to Other Creditors

The Board of Directors' resolution on the set-off share issue comprises a maximum of 54,285 shares and is subject to approval by the general meeting. The subscription price in the set-off share issue amounts to SEK 10.05 per share, whereby liabilities totaling approximately SEK 0.5 million are set off against shares. The set-off share issue is directed to BeQuoted AB (7,679 shares), Scandinavian Sales Group AB (35,571 shares), Doclab AS (2,919 shares) and Stig Holten (8,116 shares).

The reasons for the deviation from the shareholders' pre-emption rights are to strengthen the Company's balance sheet and liquidity in the short term in a time- and cost-efficient manner, which has been of particular importance given the Company's limited organizational resources and financial position. The Board of Directors further considers that a rights issue would entail relatively high costs in relation to the issue amount, take significantly longer to complete, and would likely need to be carried out at a lower subscription price given the discount levels applied in recent rights issues in the market. Furthermore, the Board of Directors assesses that carrying out a directed set-off share issue at a subscription price corresponding to the share's volume-weighted average price in the current market climate is positive for the Company and, indirectly, for all of the Company's existing shareholders.

The subscription price has been determined following negotiations with the subscribers and corresponds to the volume-weighted average price of the Company's share during the ten (10) trading days immediately preceding the date of the resolution on the set-off share issue, and is assessed by the Board of Directors to be on market terms. The subscription price corresponds to the subscription price in the set-off share issue to the sellers of Acenta AS.



Through the set-off share issue, the number of shares will increase by 54,285, from 7,831,720 shares to 7,886,005 shares, and the share capital will increase by SEK 33,928.125, from SEK 4,894,825 to SEK 4,928,753.125. The set-off share issue results in a dilution of approximately 1.04 percent, calculated based on the number of shares in the Company as of today.

Extraordinary General Meeting

The set-off share issues are subject to approval by the general meeting. An extraordinary general meeting is planned to be held on February 18, 2026, and notice of the general meeting will be published through a separate press release.

For further information, please contact:

Håkan Tollefsen, CEO

E-mail: ir@acenta.group

Phone: +47 99050011

About Acenta Group AB – 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.

Acenta Group AB
Banérgatan 42 115 26 Stockholm
Organization number: 556884-9920
Acenta.group
info@acenta.group