physitrack

PRESS RELEASE
21 July 2026 08:00:00 CEST

Physitrack PLC announces share buyback program and long-term incentive plan for management

Physitrack PLC (Nasdaq First North Premier: PTRK) introduces a performance-linked equity plan for senior management, funded entirely through a buyback of its own shares held in treasury. No new shares will be issued.

Highlights:

- Share buyback of up to EUR 120,000 to 31 December 2026, and intended annual maximum of EUR 250,000 thereafter, solely to meet employee share plan obligations
- Commencement following registration of the court-confirmed capital reduction and filing of parent company interim accounts, expected August 2026
- LTIP grants market-value options over approximately 253,000 shares, around 1.6% of issued share capital, to the executive directors, priced at today's closing share price
- Vesting requires 10% to 15% three-year revenue CAGR with an EBITDA underpin; options vest at year three, are held two further years, and are exercisable across years five and six (2031 and 2032)
- Non-dilutive by design: settled from treasury shares, with annual grants capped at shares repurchased. There is no intention to issue additional shares to satisfy this or future LTIP's.

The buyback. On 30 June 2026 the High Court confirmed the reduction of the Company's share premium account, creating distributable reserves at the parent company on registration at Companies House, as set out in the Q2 2026 interim report published today. The programme will be conducted under the authority granted at the 2026 AGM (up to 1,626,077 shares), within the Article 5 MAR safe harbour and Delegated Regulation (EU) 2016/1052, executed on a non-discretionary basis by Pareto Securities. Purchases will not exceed 25% of average daily volume nor the higher of the price of the last independent trade and the highest current independent bid. Individual transactions will be disclosed as required.

The plan. Options carry value only if the share price rises above today's grant price. This grant covers approximately 253,000 options, around 1.6% of issued share capital, awarded to the executive leadership team being the CEO, CFO and COO at 30% of base salary and approved by the independent Remuneration Committee. Nothing vests before the third anniversary; threshold vesting requires 10% annual revenue growth and full vesting 15%, with an EBITDA underpin, continued service, and a two-year post-vesting holding period. On a change of control, the Remuneration Committee determines vesting having regard to performance and time served. The estimated non-cash IFRS 2 charge is approximately EUR 23,000 per year. Future grants are capped at the number of shares repurchased into treasury, and the plan operates within a customary limit of 10% of issued share capital over five years.

Board view. The terms are deliberately stretching: management is rewarded only for sustained double-digit growth with profitability, delivered over a five-to-six-year horizon, and the plan equips the Company to attract and retain the talent, including in the United States, needed to deliver that growth. Because reward is gated on delivered growth, the plan is expected to be self-funding, paid from the cash that growth generates. As a UK-incorporated company applying UK company law and the UK Corporate Governance Code, the Company's approach to certain matters may differ from Swedish market practice; the terms are therefore described in full so that shareholders and the market have a complete understanding.

About Physitrack

Physitrack plc (Nasdaq First North: PTRK), d/b/a Physitrack Group, is a global digital health and wellness SaaS delivering personalized, scalable remote care through its Physitrack and Champion Health platforms.
Physitrack enables healthcare providers to deliver and manage app-guided physical and occupational rehabilitation with measurable patient outcomes and built-in billing and reimbursement support, while Champion Health provides businesses with mental, physical, and financial wellbeing solutions to support workforce health and productivity.

Physitrack Group's solutions seamlessly integrate with existing systems, including EMR/EHR /PMS connectivity, and are trusted by more than 80,000 providers and organizations across 180+ countries. For more information, visit **www.physitrackgroup.com** and follow us on **LinkedIn** and **X**.

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Attachments

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