WPTG carries out directed issue of Class B shares to settle earn-out consideration relating to LUMIN4RY

White Pearl Technology Group AB (publ) ("WPTG" or the "Company") announces that its Board of Directors has resolved to carry out a directed share issue pursuant to the authorization granted by the Annual General Meeting held on 3 June 2026. The directed share issue comprises 128,346 new Class B shares at a subscription price of SEK 17.76 per share, corresponding to a total issue amount of SEK 2,279,424.96. The subscription price corresponds to the volume-weighted average price (VWAP) of the Company's Class B share during the period from 12 January 2026 through 30 January 2026. The share issue is carried out as part of the settlement of the earn-out consideration relating to the acquisition of LUMIN4RY CONSULTING AB, the acquisition of which was announced in a press release on 24 February 2025. Payment for the shares will be made by way of set-off against claims held against the Company.

About the share issue

Through the share issue, the number of Class B shares in the Company will increase by 128,346, from 31,127,720 to 31,256,066 Class B shares. The Company's share capital will increase by SEK 2,823.607127, from SEK 685,356.215272to SEK 688,179.822399. The share issue will result in a dilution of approximately 0.41 per cent of the total number of shares and votes in the Company following the issue.

The subscribers in the share issue are Mitogaly AB, Seaview Invest Group AB, Wikman Invest AB, and En Påse Smågodis AB. Mitogaly AB will subscribe for 42,782 Class B shares, corresponding to a subscription amount of SEK 759,808.32. Seaview Invest Group AB will subscribe for 42,782 Class B shares, corresponding to SEK 759,808.32. Wikman Invest AB will subscribe for 21,391 Class B shares, corresponding to SEK 379,904.16. En Påse Smågodis AB will subscribe for 21,391 Class B shares, corresponding to SEK 379,904.16. In total, the share issue comprises 128,346 Class B shares for an aggregate subscription amount of SEK 2,279,424.96.

Background

On 24 February 2025, WPTG announced the acquisition of LUMIN4RY Consulting AB. The purchase price consisted of an initial cash consideration of SEK 9 million and a performance-based earn-out consideration of up to SEK 11 million, which may be settled through newly issued shares over a four-year period, provided that the agreed financial targets are achieved.

The current directed share issue represents the first settlement of the earn-out consideration and comprises 128,346 Class B shares, corresponding to a value of SEK 2,279,424.96. Following this share issue, approximately 20.7 per cent of the maximum earn-out consideration has been settled, while approximately SEK 8.72 million, corresponding to approximately 79.3 per cent, remains to be settled, provided that the conditions for future earn-out payments are fulfilled.

Reasons for deviation from the shareholders' preferential rights

The Board of Directors resolved on the directed share issue pursuant to the authorization granted by the Annual General Meeting. The share issue forms part of the agreed purchase price structure for the acquisition of LUMIN4RY CONSULTING AB and enables the settlement of the earn-out consideration without affecting the Company's liquidity position.

The subscription price corresponds to the volume-weighted average price (VWAP) of the Company's Class B share during the period from 12 January to 30 January 2026 and is therefore considered to be on market terms.

The Board of Directors has concluded that the directed share issue is beneficial to both the Company and its shareholders and that the reasons for deviating from the shareholders' pre-emptive rights outweigh the interests underlying the general principle of pre-emptive rights for existing shareholders.

For more information, please contact:

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The company's Certified Adviser is Amudova AB, email: info@amudova.se.

About White Pearl Technology Group:

White Pearl Technology Group AB (WPTG) is a Swedish global technology company specialising in digital transformation solutions. With a presence in over 20 countries and a team of 950 experts, WPTG helps organisations navigate the complexities of the digital age, offering services ranging from ICT and system integration to business software and digital innovation. The company is listed on Nasdaq First North (WPTGB) in Stockholm, Sweden and on OTCQX (WPTGF) in the U.S.

Attachments

[WPTG carries out directed issue of Class B shares to settle earn-out consideration relating to LUMIN4RY]