

Translation from Latvian language.

AS “DelfinGroup”
registration number 40103252854

REORGANISATION PROSPECTUS
regarding the merger of DealShoq SIA by acquisition

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1. Introduction

This reorganization prospectus is prepared in accordance with Article 339 of the Commercial Law.

The purpose of this reorganization prospectus is to inform the shareholders, creditors, and other interested parties of AS "DelfinGroup", registration number 40103252854, registered office: Skanstes iela 50A, Riga LV-1013, about the merger of DealShoq SIA, registration number 40203600852, registered office: Skanstes iela 50A, Riga LV-1013, with AS "DelfinGroup".

Considering that all shares of DealShoq SIA are owned by AS "DelfinGroup" and that AS "DelfinGroup" is the sole shareholder of DealShoq SIA, a simplified reorganization may be carried out in accordance with Section XIX of the Commercial Law.

The main objective of the reorganization is to consolidate the business activities of both companies within the AS "DelfinGroup" group, with AS "DelfinGroup" taking over all rights, obligations, and assets of DealShoq SIA.

2. General Information about the Companies Involved

Acquiring company: AS "DelfinGroup", registration number 40103252854, registered office: Skanstes iela 50A, Riga LV-1013, share capital EUR 4,542,861.10, conditional share capital EUR 34,098.30.

Merging company: DealShoq SIA, registration number 40203600852, registered office: Skanstes iela 50A, Riga LV-1013, share capital EUR 150,000.

3. Essence and Justification of the Reorganization

DealShoq SIA, as the merging company, will transfer all its assets, rights, and obligations to AS "DelfinGroup" as the acquiring company through a merger.

The reorganization is carried out in order to: 1) Simplify the group's corporate structure; 2) Optimize administrative and financial processes; 3) Improve the protection of creditors' and employees' interests within the group; 4) Consolidate the online stores of DealShoq SIA and AS "DelfinGroup" into one; 5) Reduce administrative resource consumption by eliminating the need for a separate subsidiary's administrative operations.

The reorganization in no way affects the employees of AS "DelfinGroup", and DealShoq SIA has no employees.

The reorganization will not affect the future operations of AS "DelfinGroup", as the merging company did not carry out extensive economic activity.

4. Information on Share Exchange and Share Capital

In accordance with Article 365(2) of the Commercial Law, no share exchange will take place, as all shares of DealShoq SIA belong to AS "DelfinGroup", and these will be cancelled. Therefore, the information required under Article 339(2) of the Commercial Law is not included in this prospectus.

As a result of the reorganization, the size of AS "DelfinGroup" share capital, the total number of shares, or the proportional participation of shareholders in the share capital of AS "DelfinGroup" will in no way be affected.

5. Legal and Economic Consequences

Upon registration of the entry in the Commercial Register of the Republic of Latvia, DealShoq SIA will cease to exist without undergoing a liquidation process.

Upon registration of the entry in the Commercial Register of the Republic of Latvia, AS "DelfinGroup" will acquire ownership rights to all assets of DealShoq SIA and will assume all its rights and obligations.

Employment relationships with DealShoq SIA employees will not transfer, since DealShoq SIA has no employees.

The number and employment conditions of AS "DelfinGroup" employees will not be affected by the reorganization.

Creditors will be granted the rights provided in the Commercial Law to request security.

6. Course and Deadlines of the Reorganization Process

By 26 September 2025, it is planned that the draft reorganization agreement will be reviewed by an auditor, who will prepare a written opinion on the results and submit it to AS "DelfinGroup".

By 3 October 2025, it is planned to: 1) Publish on the AS "DelfinGroup" website (www.delfingroup.lv) the information and documents required under Article 342(1) of the Commercial Law and notify shareholders of the intention to conclude the reorganization agreement by publishing the information on the Nasdaq Riga website; 2) Ensure that each company involved submits an application to the Enterprise Register regarding the initiation of the reorganization, attaching the draft reorganization agreement.

By 7 November 2025, it is planned to: 1) Obtain the consent of the AS "DelfinGroup" Supervisory Council and main financiers to the conclusion of the reorganization agreement; 2) Adopt the decisions of the Management Boards of both companies on the conclusion of the reorganization agreement.

By 12 December 2025, it is planned to ensure that each company involved submits an application to the Enterprise Register for registration of the reorganization in the Commercial Register.

7. Entry into Force of the Reorganization and its Legal Consequences

The reorganization shall be deemed effective when entries are made in the Commercial Register of the Republic of Latvia regarding all companies involved in the process.

With the registration of the reorganization in the Commercial Register, DealShoq SIA will cease to exist without undergoing a liquidation process, and AS "DelfinGroup" will continue operations, taking over all rights and obligations of DealShoq SIA.

Within 3 months after the reorganization takes effect, AS "DelfinGroup" will secure the claims of any creditor who, before the adoption of the reorganization decision, had a claim against AS "DelfinGroup" or DealShoq SIA, provided that the creditor has submitted the claim within the prescribed term and has proved that the reorganization endangers the satisfaction of the claim.

Riga, 9 September 2025.

DealShoq SIA

AS "DelfinGroup"

chairman of the management board
Didzis Ādmīdiņš

chairman of the management board
Didzis Ādmīdiņš

member of the management board
Andrejs Aleksandrovičs

member of the management board
Andrejs Aleksandrovičs

The document has been electronically signed with a secure electronic signature and contains a timestamp.