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Disclosure of inside information according to Article 17 MAR of the Regulation (EU) No 596/2014

17 June 2025

Verve successfully completes a directed share issue of 12,858,000 new shares raising proceeds of approximately SEK 360 million

In accordance with the announcement made in a press release on 17 June 2025, the Board of Directors of Verve Group SE ("Verve" or the "Company") announces the successful completion of a directed share issue of 12,858,000 new ordinary A shares, based on the authorisation granted by the annual general meeting held on 11 June 2025 (the "Directed Share Issue"). Through the Directed Share Issue, Verve will receive gross proceeds amounting to approximately SEK 360 million.

The subscription price in the Directed Share Issue is SEK 28.00 per share and has been determined through an accelerated book-building procedure led by ABG Sundal Collier AB and Pareto Securities AB (jointly referred to as "Managers"). The Directed Share Issue was multiple times oversubscribed. The investors in the Directed Share Issue consist of a number of Swedish and international institutional investors, including the Company's largest shareholders Bodhivas GmbH, owned by Remco Westermann (CEO and Board Member), a highly reputable Swedish multi-family office, as well as Cicero Fonder and DNB Asset Management.

Through the Directed Share Issue, the Company aims to broaden and anchor its investor base, based on the inbound interest expressed by investors. The Company plans to use the net proceeds to further strengthen its balance sheet and to fund organic and inorganic growth initiatives, including scaling sales capacity, new product solutions, further application of AI technologies, and expansion into emerging advertising channels such as retail media.

As the subscription price in the Directed Share Issue was determined through a book-building procedure, the Board of Directors assesses that the subscription price reflects current market conditions and demand. The subscription price of SEK 28.00 per share corresponds to a discount of 6.9 per cent to today's closing price of SEK 30.08.

Prior to the Directed Share Issue, the Board of Directors has made an overall assessment and carefully considered the option to raise capital through a rights issue (with preferential right for the shareholders). The Board of Directors considers that the main reasons for deviating from the shareholders' preferential right are as follows. The Directed Share Issue would be significantly more time efficient, which increases flexibility of the transaction and thereby reduces exposure to a very volatile and uncertain market with the risk for a potential materially adverse effect on the share price compared to a rights issue. In addition, a rights issue may not achieve the Company's primary objective as effectively – namely, broadening and institutionalizing the shareholder base. The Directed Share Issue allows the Company to attract qualified and institutional investors with industry expertise who can provide long-term stability for the Company and its shareholders. These investors often face constraints in acquiring shares on the open market due to minimum investment thresholds relative to the Company's current trading liquidity. By securing their participation, the Company strengthens its shareholder structure while also enhancing overall market liquidity over time. A rights issue would in practice prevent such investors to participate. Additionally, a rights issue would also entail significantly higher costs (assuming that the transaction would be fully guaranteed) and normally have a materially negative impact on the Company’s share price. Given the Company’s dual listing in Sweden and Germany, a rights issue would also be affected by supplementary complexity taking the various layers of the two different markets and rules into consideration. Considering the above reasons, the Board of Directors has made the assessment that the Directed Share Issue in this specific case clearly and with sufficient strength outweighs the reasons that justifies the main rule that share issues shall be carried out with application of the shareholders' preferential rights. Therefore, the Directed Share Issue is the most favorable alternative for the Company and is in the best interest of the Company and all shareholders.

After the completion of the Directed Share Issue the number of outstanding ordinary A shares will increase from 187,190,125 - by 12,858,000 - to 200,048,125, which is a dilution for existing shareholders of 6.4 per cent of the number of outstanding ordinary shares and votes in the Company. The share capital will increase by EUR 128,580 from EUR 1,871,901.25 to EUR 2,000,481.25. Settlement is expected to occur on or around 23 June 2025.

In connection with the Directed Share Issue, the Company has agreed, with customary exceptions, not to issue additional shares for a period of 90 calendar days after the first settlement date, except for specific targeted reasons like M&A financing or Employees Share Option Programs. In addition, Board members and Executive Management that directly or indirectly own shares in Verve have agreed to not sell any shares in Verve for the same period of 90 calendar days after the first settlement date (subject to customary exceptions).

Verve’s shares are listed on the Regulated Market of the Frankfurt Stock Exchange (Ticker: VRV) and on Nasdaq First North Premier Growth Market in Stockholm (Ticker: VER).

Advisers

ABG Sundal Collier AB and Pareto Securities AB acted as Joint Global Coordinators and Joint Bookrunners ("Managers"). Baker McKenzie acted as legal counsel to the Company and Gernandt & Danielsson Advokatbyrå acted as legal counsel to the Joint Global Coordinators in connection with the Directed Share Issue.

Responsible parties

This information is inside information that Verve Group SE is obliged to make public according to Article 17 of Regulation (EU) No 596/2014 (the Market Abuse Regulation). The information in this release has been made public through the agency of the responsible persons set out below for publication at the time stated by Verve's news distributor EQS Newswire at the publication of this release. The responsible person below may be contacted for further information.

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About Verve:

Verve Group is a fast-growing software platform in the advertising technology industry, connecting advertisers seeking to buy digital ad space with publishers monetizing their content. Driven by its mission "Let's make media better." Verve provides responsible, AI-driven advertising solutions that deliver superior outcomes for advertisers and publishers. The company focuses on emerging media channels like mobile in-app, connected TV and others. In anticipation of growing demand from users and advertisers for greater privacy, Verve has developed cutting-edge ID-less targeting technology that enables efficient advertising within digital media without relying on identifiers such as cookies or IDFA. Thanks to its strong differentiation and execution, Verve has achieved a revenue CAGR of 33 percent over the past four years reaching net revenues of 437 million euros in 2024 with an adj. EBITDA margin of 30 percent. Verve's main operational presence is in North America and Europe, and it is registered as a Societas Europaea in Sweden (registration number 517100-0143). Its shares - with the ISIN SE0018538068 - are listed on the regulated market of the Frankfurt Stock Exchange (Ticker: VRV) and on Nasdaq First North Premier Growth Market in Stockholm (Ticker: VER). Verve has an outstanding bond with the ISIN: SE0023848429. The Companies certified advisor on the Nasdaq First North Premier Growth Market is FNCA Sweden AB; contact info: info@fnca.se

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This press release is not a prospectus for the purposes of the Prospectus Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and has not been approved by any regulatory authority in any jurisdiction. The Company has not authorised any offer to the public of shares or rights in any Member State of the EEA and no prospectus has been or will be prepared in connection with the Directed Share Issue. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

This press release does not constitute or form part of an offer or solicitation to purchase or subscribe for securities in the United States. The securities referred to herein may not be offered or sold within the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act of 1933, as amended (the "**Securities Act**"). There is no intention to register any securities referred to herein in the United States or to make a public offering of the securities in the United States. The information in this press release may not be announced, published, copied, reproduced or distributed, directly or indirectly, in whole or in part, within or into Australia, Belarus, Canada, Hong Kong, Japan, New Zealand, Russia, Switzerland, Singapore, South Africa, South Korea, the United States (including the district of Columbia) or in any other jurisdiction where such announcement, publication or distribution of the information would not comply with applicable laws and regulations or where such actions are subject to legal restrictions or would require registration or any other action other than those required under Swedish or German law, is prohibited pursuant to EU, UK or US sanctions, or otherwise in conflict with applicable rules in such jurisdiction or cannot take place without application of an exemption from such measure. Actions taken in violation of this instruction may constitute a crime against applicable securities laws and regulations.

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This announcement does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the new shares. Any investment decision to acquire or subscribe for shares in connection with the Directed Share

Issue must be made on the basis of all publicly available information relating to the Company and the Company's shares. Such information has not been independently verified by the Managers. The Managers are acting for the Company in connection with the transaction and no one else and will not be responsible to anyone other than the Company for providing the protections afforded to its clients nor for giving advice in relation to the transaction or any other matter referred to herein.

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This press release does not constitute an invitation to warrant, subscribe, or otherwise acquire or transfer any securities in any jurisdiction. This press release does not constitute a recommendation for any investors' decisions regarding the Directed Share Issue. Each investor or potential investor should conduct a self-examination, analysis and evaluation of the business and information described in this press release and any publicly available information. The price and value of the securities can decrease as well as increase. Achieved results do not provide guidance for future results. Neither the contents of the Company's website nor any other website accessible through hyperlinks on the Company's website are incorporated into or form part of this press release.

Forward-looking statements

This press release contains forward-looking statements that reflect the Company's intentions, beliefs, or current expectations about and targets for the Company's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities and the markets in which the Company operates. Forward-looking statements are statements that are not historical facts and may be identified by words such as "believe", "expect", "anticipate", "intend", "may", "plan", "estimate", "will", "should", "could", "aim" or "might", or, in each case, their negative, or similar expressions. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurances that they will materialize or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results or outcome could differ materially from those set out in the forward-looking statements as a result of many factors. Such risks, uncertainties, contingencies and other important factors could cause actual events to differ materially from the expectations expressed or implied in this release by such forward-looking statements. The Company does not guarantee that the assumptions underlying the forward-looking statements in this press release are free from errors and readers of this press release should not place undue reliance on the forward-looking statements in this press release. The information, opinions and forward-looking statements that are expressly or implicitly contained herein speak only as of its date and are subject to change without notice. Neither the Company nor anyone else undertake to review, update, confirm or to release publicly any revisions to any forward-looking statements to reflect events that occur or circumstances that arise in relation to the content of this press release, unless it is not required by law, Nasdaq First North Growth Market's Rulebook for issuers or Frankfurt Stock Exchange Rules.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the shares in the Company have been subject to a product approval process, which has determined that such shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**EU Target Market Assessment**"). Solely for the purposes of each manufacturer's product approval process in the United Kingdom, the target market assessment in respect of the shares in the Company has led to the conclusion that: (i) the target market for such shares is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of such shares to eligible counterparties and professional clients are appropriate (the "**UK Target Market Assessment**" and, together with the EU Target Market Assessment, the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares in the Company may decline and investors could lose all or part of their investment; the shares in the Company offer no guaranteed income and no capital protection; and an investment in the shares in the Company is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Directed Share Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Managers will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or UK MiFIR; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares in the Company.

Each distributor is responsible for undertaking its own target market assessment in respect of the shares in the Company and determining appropriate distribution channels.