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QUALCO

THE BOARD OF DIRECTORS OF

QUALCO GROUP S.A.

(the "Company")

AMELY S.À R.L. and WOKALON FINANCES LIMITED

(collectively the "Selling Shareholders")

EXTEND THEIR GRATITUDE

to the investors for their participation in the recent offering of 20,700,000 Offer Shares (as defined below), (A) to the public in Greece, namely to retail investors and qualified investors, pursuant to the Regulation (EU) 2017/1129 of the European Parliament on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as amended and in force (the "**Prospectus Regulation**"), the delegated Regulation (EU) 2019/980 of March 14, 2019, as amended and in force, as well as the delegated Regulation (EU) 2019/979 of March 14, 2019, as amended and in force (together, the "**Delegated Regulations**"), the applicable provisions of Law 4706/2020 and the relevant implementing decisions of the Board of Directors of the Hellenic Capital Market Commission (the "**HCMC**") (the "**Greek Public Offering**"), and (B) to institutional investors outside of Greece, pursuant to a private placement which was exempted from the publication of a prospectus for public offerings according to the Prospectus Regulation and other applicable laws addressed only (i) in the United States, to persons reasonably believed to be QIBs as defined in, and in reliance on, Rule 144A, adopted under the U.S. Securities Act, and (ii) outside the United States, in compliance with Regulation S to investors who, if resident in a member state of the EEA, are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation (including any relevant implementing measure in each relevant member state of the EEA) or, if resident in the UK, are "qualified investors" within the meaning of Article 2(e) of the Regulation (EU) 2017/1129, as it forms part of the national law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), as applied and in force, (and who meet certain other criteria) (the "**Institutional Offering**" and together with the Greek Public Offering, the "**Combined Offering**"), in the context of its share capital increase and for the listing of the Company's all 70,029,804 ordinary, registered, voting shares (the "**Ordinary Shares**") on the Regulated Market of the Athens Exchange (the "**ATHEX**").

In addition, we extend our gratitude for their services to

the Listing Advisor

 Piraeus

the Coordinators and Bookrunners

 Piraeus



the Lead Underwriters



the Underwriters



UBS Europe SE who acted jointly with Piraeus Bank and Euroxx Securities as Joint Global Coordinators of the Combined Offering

Milbank LLP, Lazard & Co., Limited and Papapolitis & Papapolitis Law Firm, who acted on behalf of the Company.

Latham & Watkins LLP, Bernitsas Law Firm and Grant Thornton S.A., who acted on behalf of the Coordinators and Bookrunners and the Listing Advisor.

The Company's Board of Directors announces that, the total proceeds raised from i) the offering of 10,500,000 new ordinary, registered, voting shares (the "**New Shares**") issued by the Company in the context of its share capital increase by payment in cash and disapplication of the pre-emptive rights of Selling Shareholders (the "**Share Capital Increase**") and ii) the sale of 7,500,000 existing ordinary registered voting shares by the Selling Shareholders (the "**Sale Shares**" and, together with the New Shares, the "**Initial Offer Shares**") and the sale of 2,700,000 over-allotment shares (the "**Over-allotment Shares**" and together with the "**Initial Offer Shares**", the "**Offer Shares**"), due to excess of demand, through a Combined Offering, before the deduction of the relevant expenses, amount to €113,022,000 in total. The proceeds raised by the Company from the offer of the New Shares in the context of the Share Capital Increase, before the deduction of the issuance expenses, amount to €57,330,000. The proceeds raised by the Selling Shareholders from the sale of the Sale Shares and the Over-allotment Shares, before the deduction of the relevant expenses, amount to €55,692,000. The Company did not receive any proceeds from the sale of the Sale Shares and the Over-allotment Shares, which were received by the Selling Shareholders.

After deducting the estimated issuance expenses of an amount of approximately €9,614 thousand, the total net proceeds raised by the Company from the offer of the New Shares in the context of the Share Capital Increase (the "**Net Proceeds Raised**") amount to approximately **€47,716 thousand** and will be deployed by the Company, in accordance with section 17 "Reasons for the Combined Offering and Use of Proceeds" of the prospectus dated 06.05.2025 (the "**Prospectus**"), within the first eighteen (18) months after the listing and admission to trading of all of the Ordinary Shares (the "**Admission**"). The Net Proceeds Raised will be used by the Company, as follows:

(a) up to €23,858 thousand to finance the acquisition of majority or minority shareholdings in entities, which are not related parties as defined in IAS 24 in conjunction with IFRS 10, and/or increase its shareholding in existing subsidiaries or associates, either directly or through the Company and its subsidiaries (the "**Group**") either (i) in Greece, in order to enrich the Company's technology portfolio with innovative products and services, and/or (ii) internationally, in order to enhance its distribution capacity, expand its geographical footprint and strengthen cross-selling and upselling opportunities for existing products and services, (b) up to €19,087 thousand to finance the Company's Platforms as a Service business with a focus on developing new platforms and enhancing the existing platforms, either directly or through the Group's subsidiaries, including to fund (i) €2.5 million of the initial share capital of an entity that will be incorporated by Qualco S.A. and Piraeus Bank S.A. and will operate a retail lending digital processing software platform; and (ii) an additional €3.6 million capital contribution to Uniko S.A. (Real Estate Transactions & Integrated Solutions Platform S.A.) and finally (c) up to €4,771 thousand will be as working capital for the Company and its subsidiaries. In addition, any funds not deployed under (a) and (b) after 18 months following the Admission will also be used as working capital for the Company and its subsidiaries by no later than 24 months following the Admission.

Any use of the net proceeds for working capital purposes will not include the distribution of dividends or bonuses to the Company's executives.

The investments under (a) and (b) above will be carried out through the Company and/or its subsidiaries. If the relevant investment is made through a subsidiary, it will be implemented through a share capital increase by means of a cash

contribution, and the Company will participate in this share capital increase using part of the funds raised in the Combined Offering. If a planned investment does not materialize within three months of the certification of the share capital increase in the subsidiary, the respective funds will be returned by the subsidiary to the Company through a share capital reduction.

The Company expects that the total investments under (a) and (b) above will not exceed the total net proceeds from the sale of the New Shares. In the event that the total investments exceed total net proceeds, the Group will cover the excess through own funds or bank loans.

The Company's Board of Directors declares that pending final application in accordance with the use of proceeds set forth above, the Company may opt to use proceeds to engage in customary treasury, and cash management operations in the ordinary course of business or make temporary investments in cash equivalents, time deposits, commercial paper, government securities or other highly rated instruments.

In accordance with the applicable legislation, Articles 4.1.1 and 4.1.2 of the ATHEX Regulation, as well as the decisions 8/754/14.04.2016 and 10A/1038/30.10.2024 of the Board of Directors of the HCMC, as in force, the Company will notify the ATHEX and the HCMC about the use of proceeds from the offer of the Offer Shares. In addition, the Company undertakes that for any changes in the use of Net Proceeds Raised, it will comply with the provisions of article 22 of Law 4706/2020 and will inform the investors, the HCMC and the ATHEX, in accordance with the provisions of the Capital Markets legislation.

Information to investors about the use of the Net Proceeds Raised is effected through the website of ATHEX and the website of the Company.

The Company informs that, the Listings and Market Operation Committee of the ATHEX at its meeting dated 14.05.2025 approved the listing to trading of all the Ordinary Shares on the Regulated Market (Main Market) of the ATHEX.

The Ordinary Shares are held in a dematerialised form and will be registered in the Share and the Securities Account in the Dematerialised Securities System, as provided by each beneficiary in the context of its participation in the Combined Offering.

The registration of the Ordinary Shares, namely 70,029,804 ordinary, registered, voting shares, in the Shares and Securities Accounts of the beneficiaries in the Dematerialised Securities System will be completed on 14.05.2025.

ON THURSDAY, MAY 15th, 2025

**COMMENCES THE TRADING OF 70,029,804 ORDINARY, REGISTERED, VOTING, SHARES OF THE COMPANY
ON THE REGULATED MARKET OF THE ATHENS EXCHANGE**

The ticker symbol of the share is "QLCO". The entry trading price of the Company's Ordinary Shares is €5.46 per share, equal to the offering price that was set.

Marousi, May 14th, 2025

THE BOARD OF DIRECTORS

IMPORTANT DISCLAIMER

The information contained in this announcement is for background purposes only and does not purport to be full or complete.

This announcement has been prepared for information purposes only and does not constitute or form a part of any offer of securities for sale or solicitation of an offer to purchase or subscribe for securities in any jurisdiction in which such offers

or sale are unlawful, including the United States, Australia, Canada, Japan, South Africa, or in any jurisdiction in which such offers or sales are unlawful or constitute a breach of any applicable regulations (the “**Excluded Territories**”). The Offer Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”) and may not be offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, registration under the US Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction in the United States. The Offer Shares may be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the US Securities Act, and outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act. There will be no public offer of securities in the United States. Further, the Offer Shares referred to herein will not be registered and may not be offered or sold under any applicable securities laws of any state, province, territory, country or jurisdiction of the Excluded Territories. Accordingly, unless an exemption under relevant securities laws is applicable, any such Offer Shares may not be offered, sold, resold, taken up, exercised, renounced, transferred, delivered or distributed, directly or indirectly, in or into the Excluded Territories or any other jurisdiction if to do so would constitute a violation of the relevant laws of, or require registration of such Offer Shares in, the relevant jurisdiction.

Any offer of Offer Shares in any member state of the European Economic Area (the “**EEA**”) (each a “**Member State**”) (with the exception of Greece) is made pursuant to an exemption under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (together with any related implementing and delegated regulations, the “**Prospectus Regulation**”) from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in any Member State pursuant to an exemption under the Prospectus Regulation. In any member state of the EEA, other than Greece, that has implemented the Prospectus Regulation (each a “**Relevant Member State**”), the announcement is only addressed to and directed at persons who are “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation (“**Qualified Investors**”).

Any offer of the Offer Shares in the United Kingdom is made pursuant to an exemption under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “**UK Prospectus Regulation**”) from the requirement to publish a prospectus for offers of shares. As a consequence, the Offer Shares may only be offered and sold in the United Kingdom pursuant to an exemption under the UK Prospectus Regulation. In the United Kingdom, the announcement is being distributed only to, and is directed only at, “qualified investors” within the meaning of Regulation 2(e) of the UK Prospectus Regulation as amended and supplemented (including by the UK Prospectus Amendment Regulations 2019 and Financial Services and Markets Act 2000 (Prospectus) Regulation 2019), who are also persons: (i) who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the “**Order**”); (ii) who are high net worth bodies corporate, unincorporated associations and partnerships or the trustee of high value trusts falling within Article 49(2)(a) to (d) of the Order; or (iii) other persons to whom it may otherwise lawfully be communicated.