Company Announcement no. 7/2026
12 August 2026

This Announcement contains inside information

Wirtek completes acquisition of DitaExchange, a Danish SaaS company serving blue-chip clients in regulated industries. Change of Chairman of Wirtek's Board of Directors.

This announcement contains inside information concerning Wirtek A/S's completion of the acquisition of all shares in DitaExchange ApS, including the terms of the consideration, and the related change of Chairman of Wirtek's Board of Directors, by which Kent Mousten Sørensen has stepped down as Chairman and Martin Dommerby Kristiansen has been elected in his place. Please see further details below.

Wirtek has signed a binding share purchase agreement and completed the acquisition of all shares of DitaExchange ApS, a Danish SaaS company headquartered in Aarhus, including its US subsidiary DITA Exchange, Inc.

DitaExchange develops and sells Dx5, a platform for component content management built on Microsoft 365, SharePoint and Microsoft Word, used by large enterprises and public authorities in regulated industries.

The signed agreement concludes the acquisition process initially announced on 11 June 2026 (company announcement no. 6/2026). Wirtek has, together with its advisers, performed a thorough and successful due diligence of DitaExchange over the last months.

Signing and closing of the acquisition took place simultaneously on 12 August 2026, and the transaction takes economic effect from 1 August 2026.

Perfect match aligned with Wirtek's strategy

The acquisition is a direct step in Wirtek's Strategy for Scalable and Sustainable Growth, announced in November 2025, which combines a profitable Services foundation with a scalable, subscription-based Solutions portfolio and includes strategic acquisitions as one of its five tracks. DitaExchange delivers on three of them: it adds a subscription-based software product with recurring revenue to the Solutions division; it strengthens Wirtek's position with blue-chip clients in regulated industries, where security, documentation and compliance requirements are decisive buying factors and an area the strategy singles out as a competitive advantage; and it extends the customer base in Wirtek's focus markets, including the USA and Denmark, with cross-sell opportunities across the combined North American and European customer base.

The Dx5 platform enables organisations to manage documentation as structured, reusable content components: a piece of content is written once, approved once, and reused across every document in which it appears, with full version history and traceability. This form of content management is a requirement in industries where documentation is subject to regulatory audit.

In contrast to most systems in the category, which are delivered as standalone platforms with specialised authoring tools, Dx5 runs on the customer's existing Microsoft 365 platform. Authors and reviewers work in Microsoft Word, content is managed in SharePoint within the customer's own IT environment, and documentation remains subject to the customer's existing security and compliance controls. Structured content management can therefore be introduced without new infrastructure and without retraining the specialists who write the content.

DitaExchange operates a subscription-based SaaS business with predominantly recurring revenue. In 2025, annual recurring revenue grew 22% to approximately DKK 2.9 million, with zero customer churn. DitaExchange serves a blue-chip customer base across North America and Europe in regulated industries such as life sciences, energy, defence, financial services and the public sector. Customers include the European Union Aviation Safety Agency and the Canadian Nuclear Safety Commission.

The existing DitaExchange team, including the prior owners working in the business, continues in the new setup, securing continuity for customers and for product development.

The combined companies will:

- Offer a proprietary, profitable SaaS platform with blue-chip enterprise customers as part of Wirtek's Solutions portfolio
- Increase the share of recurring subscription revenue in the Wirtek Group
- Serve clients in regulated industries across North America and Europe with new cross-sell opportunities

Acquisition payment

The entire consideration is settled in cash, divided into a fixed payment and a multi-year earn-out. No Wirtek shares are issued as part of the acquisition, and the acquisition therefore causes no dilution of Wirtek's existing shareholders.

The fixed part of the payment is DKK 6.0 million, paid at closing and adjusted for the acquired cash position.

The earn-out is linked to the annual recurring revenue (ARR) of DitaExchange in the financial years 2026, 2027 and 2028, confirmed annually by Wirtek's group auditor, and is paid in cash. For each of the three years, the earn-out is calculated as a guaranteed minimum payment, plus 35% of the ARR achieved between the Tier 1 threshold and the Tier 2 target for that year, plus 60% of the ARR achieved above the Tier 2 target. The earn-out is uncapped; any additional payment is driven by, and funded from, corresponding growth in DitaExchange's recurring revenue.

The Tier 1 thresholds correspond to the agreed 2025 baseline ARR of DKK 2,918,000 increased by 10% per year, and the Tier 2 targets reflect the agreed target case for the acquisition:

DKK	FY2026	FY2027	FY2028
Guaranteed minimum payment	0	750,000	750,000
Tier 1 threshold (ARR)	3,209,800	3,530,780	3,883,858
Tier 2 target (ARR)	3,750,000	4,900,000	6,500,000

The final purchase price will thus be at least DKK 7.5 million, consisting of the fixed payment of DKK 6.0 million and the guaranteed minimum earn-out of DKK 1.5 million. If ARR develops exactly in line with the Tier 2 targets, corresponding to an average annual ARR growth of approximately 30%, the total earn-out will be approximately DKK 3.1 million and the total consideration approximately DKK 9.1 million.

Governance and approval of the transaction. Change of Chairman of the Board of Directors of Wirtek A/S.

Kent Mousten Sørensen is, through his wholly-owned company KMS Invest ApS, a minority shareholder in DitaExchange ApS holding less than 15% of the shares and is accordingly one of the sellers. He will also assist DitaExchange during the transition period following completion. Under section 131 of the Danish Companies Act he is therefore precluded from taking part in Wirtek's consideration of the transaction.

To keep his roles fully separate, Wirtek's Board of Directors has changed its constitution. Kent Mousten Sørensen stepped down as Chairman of the Board of Directors on 12 August 2026 and continues as an ordinary member of the Board. Martin Dommerby Kristiansen, a member of the Board since 2023, was elected Chairman pursuant to section 122 of the Danish Companies Act and article 9.4 of Wirtek's Articles of Association. The composition of the Board of Directors is otherwise unchanged, and the change requires no resolution of the general meeting.

Martin Dommerby Kristiansen holds an MBA from Edinburgh Business School and has extensive experience from the international software and IT services industry, business strategy, digital transformation and strategic sales and marketing. He is Chairman of the Board of Haaning A/S, Econta Consulting Group P/S, Kompetent Search A/S and MM Corp ApS, and a member of the boards of Arctic Import A/S, House of Foods A/S, Bentax A/S, RN Solutions ApS, Purelogic ApS and Aalborg Maritime og Logistics.

Kent Mousten Sørensen did not take part in any deliberation or resolution of Wirtek's Board of Directors concerning the transaction. The transaction was considered and approved by the Board of Directors without his participation, and the share purchase agreement was signed on Wirtek's behalf by the new Chairman and the Chief Executive Officer.

Ahead of entering the letter of intent, the Board of Directors obtained an independent evaluation of the proposed purchase price and payment model which, based on a discounted-cash-flow valuation and comparable European SaaS transactions, concluded that the negotiated terms are attractive for Wirtek and its shareholders.

Financial expectations for 2026 are maintained

For Wirtek, the expected business consequences are as follows. The Group's annual recurring revenue increases by approximately DKK 2.9 million from the effective date, and the share of subscription-based revenue in the Group rises accordingly. The Solutions division adds a proprietary software product with an established customer base in regulated industries, complementing the Wirtek IoT Suite. The DitaExchange team continues in the business and will draw on the Wirtek Group's shared services, while the combined customer bases open cross-sell opportunities in both directions. The effect on 2026 results is limited, given the economic effective date of 1 August 2026.

The acquisition does not change the previously announced financial expectations for fiscal year 2026 of revenue of DKK 65.0–70.0 million and EBITDA of DKK 3.0–6.0 million (company announcement no. 1/2026).

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About DitaExchange

DitaExchange ApS, founded in Aarhus, Denmark, develops Dx5, a component content management platform for structured documentation based on the open DITA standard. Dx5 runs on Microsoft 365, with Microsoft Word as the authoring surface and SharePoint as the content repository, and enables organisations in regulated industries to author, review, approve and publish controlled documentation with content reuse and full traceability. DitaExchange serves customers across North America and Europe. Read more at www.ditaexchange.com.

About Wirtek

Wirtek A/S is a Danish IT Services and Solutions company delivering software development, embedded engineering, R&D, quality assurance, and testing services to clients worldwide. We specialise in key industries such as Energy, Wireless Communication, Automation & IoT, and Digitalisation, where emerging technologies drive rapid innovation. In addition, Wirtek offers a growing portfolio of proprietary solutions tailored to the Energy and IoT sectors.

At Wirtek, we prioritise long-term client relationships, with some lasting more than a decade. We believe that strong partnerships are as critical as technical excellence in achieving sustainable success. Wirtek operates from offices in Denmark, Romania, and Portugal, and has been listed on Nasdaq First North Copenhagen since 2006.

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