

Netel and Infrea create leading Northern European platform for infrastructure services

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The Boards of Netel Holding AB (publ) ("Netel") and Infrea AB ("Infrea") jointly announce today that the Boards of Netel and Infrea intend to implement a merger between the companies in accordance with the Swedish Companies Act ("the Merger"). The Merger will create a leading Northern European platform for infrastructure services with total revenue of approximately SEK 5 billion and will also generate significant synergies and strategic advantages, as the companies complement each other in terms of service offering and customer exposure, whilst operating in partly distinct geographical markets. Martin Reinholdsson, CEO of Infrea, is intended to become CEO of the merged company, and Alireza Etemad, Chairman of Netel, is intended to become Chairman of the Board. The Merger will be implemented through Netel absorbing Infrea. Infrea's shareholders will receive seventeen (17) new shares in Netel for each four (4) shares held in Infrea. Prior to the Merger, the Board of Netel intends to resolve on a fully secured rights issue of approximately SEK 127 million (the "Rights Issue") and to propose an overallotment issue of up to SEK 75 million (the "Overallotment Issue", together the "New Issues"), which will contribute to a balanced combined capital structure.

Combination of two highly complementary businesses

The Merger creates a business with more stable and predictable earnings due to the significantly increased scale and diversification. The companies' combined geographical reach and complementary expertise within Infrastructure, Power, Telecoms and Paving provide future opportunities to take overall responsibility for projects and clients, as well as an increased ability to carry out larger and more complex assignments, whilst strengthening capacity for a greater number of smaller assignments, which together increases sales potential.

The Merger is expected to generate cost synergies amounting to approximately SEK 50 million annually through savings within shared group functions and overlapping functions, the creation of larger units, within purchasing, and through the elimination of overlapping

costs associated with operating as two separate listed companies. Over time, significant revenue synergies are also expected to be realised as a result of the companies' complementary services and geographical presence, as well as increased scale enabling strategic initiatives.

Summary of the Merger

- On 15 June 2026, the Board of Directors of Netel and the Board of Directors of Infrea adopted a joint merger plan (the "**Merger Plan**"), pursuant to which Netel and Infrea have agreed to merge their businesses through the Merger. The combined company resulting from the Merger is hereinafter referred to as the "**Combined Company**".
- As merger consideration, Infrea's shareholders will receive seventeen (17) shares in Netel for each four (4) shares held in Infrea. Provided that the number of outstanding shares in Netel and Infrea remains unchanged from the date of the Merger Plan until the completion of the Merger (a total of 119,585,679 shares in Netel will be issued as merger consideration, excluding the shares in Netel arising from the Rights Issue, and the shareholders of Infrea will hold a total of approximately 58 per cent of the shares and votes in the Combined Company). For information on how a potential full subscription in the Overallotment Issue affects the ownership structure of the Combined Company, see the section *The Merger* below. For further information on the New Issues, see a separate press release from Netel dated today.
- Based on the closing share price of approximately SEK 3.47 for Netel's share on Nasdaq Stockholm on 12 June 2026, adjusted to the theoretical price following the New Issues (calculated based on the assumption of full subscription in the Overallotment Issue) (the so-called TERP, "Theoretical Ex-Rights Price") of approximately SEK 3.49, the merger consideration represents (i) a deviation of 0 per cent compared with the volume-weighted average price of approximately SEK 14.80 for Infrea's share on Nasdaq Stockholm during the last 30 trading days up to and including the announcement of the Merger, (ii) a premium of approximately 12 per cent compared with the closing price of approximately SEK 13.20 for Infrea's share on Nasdaq Stockholm on 12 June 2026, the last trading day prior to the announcement of the Merger and (iii) a discount of approximately 8 per cent compared with the volume-weighted average price of approximately SEK 16.11 for Infrea's share on Nasdaq Stockholm during the last 90 trading days up to and including the announcement of the Merger. The merger consideration, adjusted for the New Issues (calculated based on the assumption of full subscription in the Overallotment Issue), values Infrea at approximately SEK 417 million.[1]
- In connection with the completion of the Merger, Martin Reinholdsson will be appointed CEO of the Combined Company and Alireza Etemad as Chairman of the Board.

- The completion of the Merger is conditional upon approval by the shareholders of Netel and Infrea at their respective extraordinary general meetings, which are currently expected to take place in August 2026, as well as the Rights Issue in Netel of approximately SEK 127 million. The other conditions for the Merger are set out below in the section *Conditions for the Merger*.
- The major shareholders of Netel, holding approximately 42 per cent of the shares, and the major shareholders of Infrea, holding approximately 43 per cent of the outstanding shares[2], have undertaken to vote in favour of the Merger at their respective extraordinary general meetings.
- Netel and Infrea intend to establish a new name for the Combined Company, which will reflect that the merger creates a new entity with combined scale, breadth and capacity. The new name will be announced prior to the completion of the Merger.
- The Board of Netel intends to resolve, prior to the completion of the Merger, to carry out the Rights Issue of approximately SEK 127 million with preferential rights for Netel's existing shareholders, conditional upon the approval of the extraordinary general meeting that is to resolve on the Merger. Furthermore, the Board intends to propose that the extraordinary general meeting resolve on the Overallotment issue of shares of up to SEK 75 million in order to meet any oversubscription in the Rights Issue. The New Issues are expected, upon full subscription and allotment, to provide Netel with approximately SEK 202 million before deduction of issue costs. The Board of Netel intends to resolve on the Rights Issue and to propose that the extraordinary general meeting resolves on the Overallotment Issue in order to secure the new financing, to be used to refinance existing loan facilities and strengthen Netel's financial flexibility. The New Issues also contribute to the financial strength of the Combined Company and contribute positively to a balanced ownership structure in the Combined Company (for further information on the New Issues, see a separate press release from Netel dated today).
- In connection with the Merger, Etemad Group AB will substantially increase its ownership in order to be a leading, active and long-term shareholder in the Combined Company with support from the other major shareholders.
- In connection with the Merger, the Combined Company has secured new financing from its existing lenders.

Background to the Merger

The market for infrastructure maintenance and expansion continues to grow and shows increasing demand and investment, making it attractive in the long term. Maintenance backlog, new requirements in areas such as power, and the changed state of national security are some of the driving factors. There remains a large number of players with deep local roots and specialised expertise. However, in several cases, they have limited geographical reach and insufficient scale to meet customers' growing demands for national

coverage and integrated service offerings. This, combined with increased demand for operational reliability, regulatory compliance and a growing need for suppliers capable of managing end-to-end commitments in critical infrastructure, is leading to a higher degree of consolidation.

The Merger strengthens the ability to manage complex projects across multiple geographies, which provides opportunities for expanded and improved customer partnerships. The Combined Company can attract the expertise needed to lead development within the sector, whilst simultaneously gaining a breadth of projects and an order book that reduces overall risk exposure. The Boards, management teams and major shareholders of both companies are convinced that increased scale and complementary areas of focus will create stability, strength and development capacity that Netel and Infrea have been unable to achieve on their own.

Statement from Alireza Etemad, Chairman of the Board of Netel

"Netel's long-term strategic direction has been clear for a long time – to build a strong, integrated construction company focused on critical infrastructure. We are convinced that now is the right time to take the next step in that journey. Together with Infrea, we are creating a platform with the geographical reach, technical expertise and financial strength required to offer our customers a truly comprehensive offering within critical infrastructure. We are doing this with strong support from our owners and look forward with great confidence to what we can achieve together."

Statement from Martin Reinholdsson, CEO of Infrea

"I look forward to the opportunities this merger creates by combining the complementary strengths and experience of Netel and Infrea to form a larger and stronger company. It is exciting to be part of writing the next chapter in the companies' journey and, together with the people in both organisations, to create even greater value for customers, employees and shareholders. On a personal level, I am also looking forward to returning to the power industry, where I previously worked for over 25 years."

Statement from Tomas Bergström, Chairman of the Board of Infrea

"Infrastructure will remain an attractive and growing sector for many years to come, but it is clear that scale is essential for increased profitability, development and control. Having steered Infrea to a stable position with low debt over the past few years, this type of structurally sound industrial deal is a natural and value-creating step. I look forward to continuing to contribute as a member of the new board."

About Netel

Netel is a leading provider of design, installation, maintenance and upgrade services for critical infrastructure, specialising in reliable energy systems and robust communications networks, with operations in Sweden, Norway and Germany. Netel operates in three business segments: InfraserVICES, Power and Telecom. Netel has now established strong market positions in its core markets, with significant potential to further expand its offering and increase market penetration in both Norway and Germany. Netel entered 2026 with a stabilised operational platform, good revenue and cost visibility, and a strong order book. Netel is now well positioned to take the next step into a new phase of profitable growth. Netel has just over 800 employees, generated revenue of SEK 2,915 million in 2025 and has been listed on Nasdaq Stockholm since 2021.

About Infrea

Infrea is an industrial group that maintains, improves and expands Sweden's infrastructure. With operations in the business areas of Groundworks & Construction and Paving, Infrea manages and develops operations with a local presence and strong entrepreneurial drive. The Group has presence from Skåne to Jämtland and from Gothenburg to Stockholm. The Group operates on the basis of five strategic pillars that clarify the path of change ahead, balanced against the capabilities and needs of local operations. Infrea has approximately 400 employees, generated revenue of SEK 2,069 million in 2025 and has been listed on Nasdaq Stockholm since 2021.

Strategic reasons for the merger

The proposed Merger is motivated by a number of strategic reasons, whereby increased scale, combined expertise, and complementary customer bases and geographical presence are expected to further strengthen competitiveness. The Combined Company is considered to be well positioned to drive continued growth through a broader and more diversified business, strong long-term customer relationships with leading and reputable customers, and significant synergies, which together are expected to create significant and lasting value for the shareholders of both companies.

1. Lower risk through a more diversified project portfolio and order book

The Merger creates a substantially larger and more resilient business whose earnings are expected to be more stable thanks to increased diversification across more projects and contract types, resulting in reduced concentration risk. A high proportion of recurring revenue, supported by long-term framework agreements with leading municipal entities, public authorities, energy companies and telecom operators, also provides good visibility.

2. Complementary expertise and geographical presence strengthen the Combined Company's offering

Infra, Power, Telecom and Paving form four complementary business areas. Within Power and Telecom, for example, there is significant scope for complementary groundworks and construction works, where the Combined Company can take on greater overall responsibility with increased sales potential. The two companies also complement each other well geographically in Sweden, which opens up opportunities to establish each company's business areas more quickly in regions where the other party currently has a stronger presence. Increased scale and market presence improve the ability to win larger and more complex contracts from customers, whilst strengthening the capacity for a greater number of smaller contracts.

3. Significant cost synergies and increased strategic control

Duplicate head office functions and overlapping support functions offer potential for cost reduction whilst maintaining the capacity to strengthen strategy and control. Netel has begun the process of identifying and creating further efficiencies through integrated efforts that can be reinforced and expanded within the Combined Company going forward. In addition, scaling potential related to purchasing should be realised, and better utilisation of resources and a more structured exchange of expertise and experience established. The Combined Company's EBITA margin is expected to increase, driven by the above synergies but also through a continued normalisation of underlying profitability.

4. The combined balance sheet supports a balanced capital structure and a continued reduction in debt over time

Infrea's well-capitalised balance sheet, together with the intended New Issues in Netel, will help to provide the Combined Company with a balanced capital structure. Combined cash flows are expected to further reduce net debt over time. The Merger thus creates favourable conditions for competitive external financing and increases the Combined Company's financial flexibility, whilst a reasonable level of indebtedness contributes to capital efficiency for the Combined Company's shareholders.

5. A clear organisational structure ensures smooth integration and a strong employee offering

With the complementary business areas and experienced management teams in each field, a clear structure is established from the outset. Through the Merger, two professional and competent organisations are united under a single leadership with relevant experience of change management and the capacity to realise, over time, the strategic benefits and synergies described. The increased size and strength also enables the Combined Company to further strengthen its position to become an even more attractive employer.

Overview of the Combined Company

Business overview

The Combined Company will be organised into four business areas – Infra, Power, Telecom and Paving. Infra will account for approximately 42 per cent of the Combined Company's revenue and will be divided into three units – Infra Norr SE, Infra Mitt SE and Infra Syd SE. Power will account for approximately 20 per cent of the Combined Company's revenue and will continue to comprise two units – Power SE and Power NO. Telecom will account for approximately 26 per cent of the Combined Company's revenue and will continue to comprise three units – Telecom SE, Telecom NO and Telecom DE. Paving SE will account for approximately 12 per cent of the Combined Company's revenue and will remain a single unit.

Synergies

The Boards of both companies jointly estimate that cost synergies of approximately SEK 50 million could be realised within 12–24 months through savings in shared group functions and overlapping functions, the creation of larger units, in purchasing and by eliminating overlapping costs associated with operating as two separate listed companies. In addition, joint future financing costs are expected to be lower compared with the two companies' future financing costs individually. Over time, significant revenue synergies are also expected to be realised based on the companies' strong complementarity in their offerings and geography covered, as well as the fact that the increased scale provides greater capacity to drive change and development.

Board, management and employees

The Combined Company will be led by a group of strong and competent leaders who will be appointed from both Netel and Infrea to capitalise on the existing shared expertise. At the same time, certain changes will be made to achieve the cost savings indicated above.

Following completion of the Merger, the Combined Company will be led by CEO Martin Reinholdsson and CFO Fredrik Helenius. Other management roles will be announced at a later date, once the Merger Plan has been approved by the general meetings in Netel and Infrea respectively.

The Merger will mean that there will be few changes to the operations and staff of the Combined Company in connection with the Merger. Over time, the Combined Company will build on its strong employee promise to be the best place to work among leading infrastructure services companies in the Nordic region and Germany.

Major shareholders of the Combined Company, have expressed support to, at the extraordinary general meeting of the Combined Company, propose that the Board of Directors of the Combined Company shall consist of six members, of whom three will be from the former Netel Board and three from the former Infrea Board. Alireza Etemad, the current Chairman of the Board of Netel, will be proposed as Chairman of the Board of the Combined Company, and Tomas Bergström, the current Chairman of the Board of Infrea, will be proposed as Vice-Chairman of the Board of the Combined Company.

Ownership structure

Under the Merger Plan, Infrea's shareholders will hold a total of maximum 58[3] per cent of the capital and votes in the Combined Company. The table below shows the ownership structure of the Combined Company and includes shares that may be issued as a result of the New Issues subject to the Rights Issue being fully subscribed on a pro rata basis by the shareholders of Netel and full allocation is granted to those who have entered into subscription commitments in advance in the New Issues. The table is based on the latest available ownership information as of 12 June 2026[4]. The Merger will result in the Combined Company having a diversified ownership structure with a long-term vision, flexibility and strong interests in the Combined Company's success and growth.

Shareholders	% Shares before the Rights Issue	% Shares after the Rights Issue	% Shares after the New Issues
Byggmästare Anders J Ahlström Invest AB	15.2%	12.5%	12.6%
Erik Lindeblad	11.5%	9.5%	8.6%
Etemad Group AB	2.6%	3.7%	5.4%
Avanza Pension	6.6%	6.0%	5.4%
Theodor Jeansson	2.7%	4.0%	3.6%
Pontus Lindwall	4.3%	3.5%	3.2%
Stefan Lindblad	2.1%	3.0%	2.7%
Nordnet Pensionsförsäkring	2.5%	2.9%	2.6%
LOE Equity AS	0.7%	1.1%	2.5%
Futur Pension	2.3%	2.4%	2.2%
Ten largest shareholders	50.6%	48.6%	48.7%
Other shareholders	49.4%	51.4%	51.3%
Total	100.0%	100.0%	100.0%
<i>Netel shareholders</i>	28.9%	41.5%	47.1%
<i>Infrea shareholders</i>	71.1%	58.5%	52.9%

Source: Company information and Holdings Modular Finance as at 12 June 2026, excluding treasury shares.

Preliminary combined financial information

The unaudited preliminary pro forma financial statements as presented below have been prepared for illustrative purposes only, in order to provide a hypothetical overview of what the Combined Company might look like following the Merger. Set out below is an illustrative and preliminary consolidated income statement for the financial year ended 31 December 2025, as if the Merger had been completed on 1 January 2025.

Income statement (MSEK)	Netel	Infrea	Pro forma adjustments	Note	Combined Company
Net turnover	2,915	2,069			4,984
Other operating income	10	20			30
Total revenue	2,925	2,089			5,014
Total operating expenses	(2,938)	(2,063)	(28)	1	(5,029)
Operating profit (EBIT)	(13)	27	(28)		(15)
<i>Operating margin (EBIT) (%)</i>	<i>(0.4%)</i>	<i>1.3%</i>			<i>(0.3%)</i>
EBITDA and adjusted EBITDA (MSEK)					
Operating profit (EBIT)	(13)	27	(28)		(15)
Depreciation, amortisation and impairment of tangible and intangible assets	84	78	28		190
EBITDA	71	104			175
<i>EBITDA margin (%)</i>	<i>2.4%</i>	<i>5.0%</i>			<i>3.5%</i>
Items affecting comparability	33	15		2	48
Adjusted EBITDA	103	119		3	223
<i>Adjusted EBITDA margin (%)</i>	<i>3.5%</i>	<i>5.8%</i>			<i>4.5%</i>

EBITA and adjusted EBITA (MSEK)					
Operating profit (EBIT)	(13)	27	(28)		(15)
Amortisation and impairment of intangible assets	9	14	28		50
EBITA	(5)	40			35
<i>EBITA margin (%)</i>	<i>(0.2%)</i>	<i>1.9%</i>			<i>0.7%</i>
Items affecting comparability	33	15			48
Adjusted EBITA	28	55			83
<i>Adjusted EBITA margin (%)</i>	<i>1.0%</i>	<i>2.7%</i>			<i>1.7 %</i>

Note 1: Pro forma adjustment of amortisation relating to intangible assets (order book).

Note 2: Items affecting comparability include project and risk management and banking agreements.

Note 3: Adjusted EBITDA includes the negative effects of non-recurring write-downs related to older projects in two subsidiaries in 2025. If the write-downs of approximately SEK 63 million were to be reversed, Netel's underlying adjusted EBITDA would be more representative and would thereby constitute a normalised EBITDA of approximately SEK 166 million. For the Combined Company, this results in a normalised EBITDA of approximately SEK 286 million.

The financial information above has not been audited or reviewed. Further financial information will be presented in the merger prospectus, which is expected to be published in July 2026.

Recommendation from Netel's Board of Directors

The Board of Directors of Netel considers that the proposed exchange ratio is fair from a financial perspective in light of the intended New Issues and their contribution to the Combined Company's balanced capital structure, and unanimously recommends that Netel's shareholders vote in favour of approving the Merger Plan and approve the Board's intended resolution regarding the Rights Issue and proposal of the Overallotment Issue at the extraordinary general meeting of Netel, which is scheduled to be held in August 2026. This assessment is supported by valuations and assessments carried out by Netel's advisers.

Recommendation from the Infrea Board

The Board of Directors of Infrea considers that the proposed exchange ratio is fair from a financial perspective and recommends that Infrea's shareholders vote in favour of approving the Merger Plan at the extraordinary general meeting scheduled to be held in August 2026. This assessment is supported by valuations and assessments carried out by Infrea's advisers and which support the market and relative valuations underlying the Board's assessment.

Due to Byggmästare Anders J Ahlström Invest AB's and Actorius AB's respective undertakings to subscribe for shares in the Rights Issue, Tomas Bergström (in his capacity as Board member and CEO of Byggmästare Anders J Ahlström Invest AB) and Pontus Lindwall (in his capacity as owner, Board member and CEO of Actorius AB) have a conflict of interest in relation to Infrea's handling of the Merger pursuant to section II.18 of the Swedish Securities Council's takeover rules for Nasdaq Stockholm and Nordic Growth Market NGM (the "**Takeover Rules**") and have therefore not participated in the Infrea Board of Directors' handling of the Merger.

Shareholding between Netel and Infrea

Netel does not own or control any shares in Infrea, or other financial instruments, which give Netel a financial exposure equivalent to a holding of shares in Infrea. Netel has not acquired any shares in Infrea during the six months preceding the announcement of the Merger.

Infrea does not own or control any shares in Netel, or other financial instruments, which give Infrea a financial exposure equivalent to a holding of shares in Netel. Infrea has not acquired any shares in Netel during the six months prior to the announcement of the Merger.

Netel has undertaken not to acquire any shares in Infrea, and Infrea has undertaken not to acquire any shares in Netel, until the completion of the Merger.

Undertakings prior to the Merger

Netel and Infrea undertake, during the period from the approval of the Merger Plan by their respective general meetings until the date on which the Merger is registered with the Swedish Companies Registration Office (the "**SCRO**") ("**Completion**"), to take all necessary steps required to implement the Merger on the terms set out herein, to continue to conduct their respective businesses in the ordinary course, and not, without the written consent of the other party:

(a) decide on or pay a dividend or make any other transfer of value to shareholders;

(b) issue shares or other securities, with the exception of the issue of shares in Netel for the purpose of settlement of the Merger Consideration and with the exception of the New Issues in Netel;

(c) decide on a share split or similar corporate action;

(d) acquire, dispose of, or agree to acquire or dispose of, significant shareholdings, businesses or assets;

(e) enter into, amend or terminate material contracts or other agreements, or raise further loans, beyond what falls within the normal course of business of the respective company; or

(f) amend the Articles of Association or other constitutional documents, other than any amendments to Netel's Articles of Association necessary to enable the settlement of the Merger Consideration or any other amendments necessary for the Completion or the New Issues.

Conditions of the Merger

The completion of the Merger is conditional upon:

(a) the general meeting in Infrea resolving to approve the Merger Plan;

(b) the general meeting in Netel resolving to (i) approve the Merger Plan, (ii) issue shares as Merger Consideration, (iii) adopt new articles of association in accordance with the Board's proposal, and (iv) approve Netel's Board of Directors' resolution regarding the Rights Issue;

(c) that all permits, approvals, decisions and other measures required for the Merger from authorities or similar bodies have been obtained, including approval from the Swedish Competition Authority and a decision by the Inspectorate of Strategic Products that no action is required in relation to the notification pursuant to the Screening of Foreign Direct Investments Act (2023:560) or, where applicable, to approve the Merger following a review, in each case on terms acceptable to Netel and Infrea, in the opinion of their respective Boards;

(d) that Nasdaq Stockholm has decided to admit the shares to be issued in connection with the Rights Issue and as Merger Consideration, respectively, to trading on Nasdaq Stockholm;

(e) that the Merger is not rendered wholly or partially impossible or significantly impeded as a result of legislation or other regulation, a court ruling, a decision by a regulatory authority or any similar circumstance;

(f) that neither Netel nor Infrea has breached the undertakings set out in the section *Undertakings prior to the Merger* during the period from the date on which the Merger Plan is approved by the respective general meetings until the date on which the Merger is registered with the SCRO in a manner that would have a material adverse effect on the Merger or the Combined Company; and

(g) that no change, circumstance or event, or consequence of changes, circumstances or events, occurs which has had or could reasonably be expected to have a material adverse effect on the financial position, business or assets of Netel, Infrea or the Combined Company, and as a result of which the other party cannot reasonably be expected to complete the Merger.

If the conditions set out in this section have not been satisfied and the Completion has not taken place by 31 December 2026 at the latest, the Merger will not be implemented and the Merger Plan will cease to have effect, provided that the Merger shall be terminated and the Merger Plan shall cease to have effect only, to the extent permitted by applicable law, if the failure to fulfil such conditions is of material significance to the Merger or the Combined Company. The Boards of Directors of Netel and Infrea reserve the right, by joint resolution, to waive in whole or in part one, several or all of the above conditions in (a) to (e) and (g). Furthermore, each of the Boards of Directors of Netel and Infrea reserves the right to waive, in whole or in part, the condition in (f) above in the event that the other company has breached the undertakings referred to therein.

The Boards of Directors of Netel and Infrea have, to the extent permitted by applicable law, the right to decide by joint resolution to postpone the latest date for fulfilment of the conditions and Completion from 31 December 2026 to a later date.

The Merger

Merger Consideration

Four (4) shares in Infrea entitles the holder to receive seventeen (17) new shares in Netel (the "**Merger Consideration**"). The Merger Consideration does not include any cash consideration.

The exchange ratio has been determined through negotiations between the parties. In determining the exchange ratio, the Boards of Directors have taken into account a number of relevant factors attributable to each company, including operations, financial position, historical development and valuation analyses based on generally accepted valuation methods.

Issue of the Merger Consideration

The Board of Directors of Netel will propose that the extraordinary general meeting resolving on the Merger Plan, which is scheduled to be held in August 2026, also resolve on the issue of the shares constituting the Merger Consideration.

The shares in Netel issued as Merger Consideration to the shareholders of Infrea will carry dividend rights for the first time on the record date for dividends falling immediately after Completion.

Number of shares in the Combined Company following the Merger

The number of shares to be issued as Merger Consideration to the shareholders of Infrea will be based on the number of outstanding shares in Infrea as at the date of Completion, excluding any treasury shares. Provided that the number of outstanding shares as at the date of Completion is the same as at the date of the Merger Plan, plus the 36,383,904 shares in Netel to be issued in the Rights Issue, the total number of newly issued shares in Netel will amount to 155,969,583. Consequently, the total number of shares in Netel following Completion would amount to 204,481,456 shares, and the shareholders of Infrea would thus hold a total of approximately 58 per cent of the shares and votes in the Combined Company. Through the Overallotment Issue, a maximum of an additional 21,428,571 shares may be issued in Netel. If the Overallotment Issue is fully subscribed, the total number of shares in Netel following Completion would amount to 225,910,027 shares, and the shareholders of Infrea would thus hold a total of approximately 53 per cent of the shares and votes in the Combined Company.

In order to enable the issue of the shares constituting the Merger Consideration, the Board of Directors of Netel will also propose that the extraordinary general meeting resolve to amend the Articles of Association.

Any shares in Infrea held by or on behalf of Infrea will be cancelled in accordance with the provisions of the Swedish Companies Act.

Settlement of the Merger Consideration

Those entitled to receive the Merger Consideration will be the shareholders listed in Infrea's share register on the Completion date.

Unless otherwise stated below, the Merger Consideration will be settled by Euroclear Sweden AB registering the number of shares in Netel on the securities account of each duly entitled person following registration of the Merger with the SCRO. At the same time, their shareholding in Infrea will be deregistered from the same account. The Merger Consideration will thus be distributed automatically and no action will be required on the part of Infrea shareholders in this regard. The new shares in Netel issued as Merger

Consideration entitle the holder to the rights to which shareholders are entitled from the time the new shares have been registered with the SCRO and each person entitled to consideration has been entered in the share register maintained by Euroclear Sweden AB.

Only whole shares in Netel will be delivered to shareholders of Infrea as Merger Consideration. Netel and Infrea will therefore instruct a financial institution or other similar entity (the "**Institution**") to aggregate all fractions of shares in Infrea ("**Fractions**") that do not entitle the holder to whole new shares in Netel, and the aggregate number of shares in Infrea corresponding to such Fractions will thereafter be sold by the Institution on Nasdaq Stockholm. The sale shall take place as soon as practicable after Completion. The settlement of the sale proceeds from the sale of Fractions shall be carried out by the Institution and thereafter paid to those entitled thereto in proportion to the value of the Fractions held immediately prior to the sale. Such payment shall be made no later than ten (10) banking days after such sale of the Fractions.

For shareholders of Infrea in certain foreign jurisdictions to whom Netel is unable to deliver shares in Netel as Merger Consideration in accordance with the terms of the Merger, for example because the shareholder is unable to demonstrate the required qualified investor status under local securities regulations, the Institution shall aggregate all such shares in Netel, sell them on Nasdaq Stockholm and pay the sale proceeds to those entitled thereto, in accordance with the corresponding principles set out above. This shall not apply in relation to any jurisdiction where in aggregate more than 3 per cent of the shares in Infrea are located.

If shares in Infrea are pledged at the time of the allocation of the Merger Consideration, the allocation shall be made to the pledgee. If shares in Infrea are nominee-registered, the allocation shall be made to the nominee.

Registration of the Merger is expected to take place during the fourth quarter of 2026.

New share issue in Netel prior to the Merger

The Board of Directors of Netel intends to resolve to carry out, prior to Completion of the Merger, the Rights Issue of approximately SEK 127 million with pre-emptive rights for Netel's existing shareholders, conditional upon the approval at the extraordinary general meeting resolving on the Merger. Furthermore, the Board of Directors intends to propose that the extraordinary general meeting resolves on the Overallotment Issue of up to SEK 75 million for the purpose of accommodating any additional interest in the Rights Issue. The New Issues are expected, upon full subscription and allotment, to provide Netel with approximately SEK 202 million before deduction of issue costs. The Board of Netel intends to resolve on the Rights Issue and to propose that the extraordinary general meeting resolves on the Overallotment Issue in order to secure the new financing, to be used to refinance

existing loan facilities and strengthen Netel's financial flexibility. The New Issues also contribute to the financial strength of the Combined Company and contribute positively to a balanced ownership structure in the Combined Company (For further information on the New Issues, see a separate press release from Netel dated today).

The subscription price in the Rights Issue will be SEK 3.50 per share, which corresponds to a discount of approximately 1 per cent compared with the theoretical price (the so-called TERP – "Theoretical Ex-Rights Price") based on the volume-weighted average price (VWAP) during the last ten trading days for Netel's share on Nasdaq Stockholm before 15 June 2026. The New Issues are intended to be completed in September 2026, prior to the completion of the Merger.

The Rights Issue is fully secured through subscription commitments, which in total amount to approximately SEK 127 million, of which 78 per cent (SEK 99 million) comes from existing shareholders and 22 per cent (SEK 28 million) from new investors. In connection with the Merger, Etemad Group AB will substantially increase its ownership in order to be a leading, active and long-term shareholder in the Combined Company with support from the other major shareholders. No compensation will be paid for the subscription undertakings. For further information on the New Issues, see a separate press release from Netel dated today.

Financing

The completion of the Merger is not conditional upon any financing, as the merger consideration consists entirely of new shares in Netel.

In connection with the Merger, the Combined Company has secured new financing from its existing lenders.

Voting undertakings

Shareholders in Netel representing approximately 42 per cent of the shares and votes in Netel have undertaken to vote in favour of approving the Merger Plan, approving the Board's resolution regarding the Rights Issue and proposal to resolve on the Overallotment Issue, and to resolve on the issue of the Merger Consideration at an extraordinary general meeting of Netel. Among the shareholders who have undertaken to vote in favour of the Merger are the Chairman Alireza Etemad and Board member Jari Burmeister.^[5]

Shareholders in Infrea representing approximately 43 per cent of the shares and votes in Infrea have undertaken to vote in favour of approving the Merger Plan at the extraordinary general meeting in Infrea. Among the shareholders who have undertaken to vote in favour of the Merger are Byggmästare Anders J Ahlström Invest AB (represented in Infrea through the Chairman Tomas Bergström) and Board members Erik Lindeblad and Pontus Lindwall.^[6]

Due diligence

In connection with the preparations for the Merger, customary limited due diligence reviews of a confirmatory nature have been carried out regarding certain operational, financial, commercial and legal information relating to Netel and Infrea respectively. During the due diligence investigations, no information that had not previously been made public and that could constitute inside information in relation to Netel and Infrea, respectively, was disclosed.

Holders of securities with special rights in Infrea

Warrants of series 2023/2026

At Infrea's annual general meeting on 11 May 2023, the meeting resolved to adopt an incentive scheme for the issue of a maximum of 160,000 warrants of series 2023/2026 to certain employees within the Infrea Group, entitling them to subscribe for new shares in Infrea. The warrants may be exercised to subscribe for shares during the period from 13 May 2026 to 25 June 2026.

The exercise period for the Series 2023/2026 warrants expires prior to the date on which the general meeting of Infrea resolves to approve the Merger Plan, and therefore no Series 2023 /2026 warrants will be outstanding at that time.

Warrants of series 2024/2026

At Infrea's annual general meeting on 15 May 2024, the meeting resolved to adopt an incentive scheme for the issue of a maximum of 90,000 Series 2024/2026 warrants to Infrea for transfer to Board members entitling them to subscribe for new shares in Infrea. The warrants may be exercised to subscribe for shares during the period from 17 May 2026 to 29 June 2026.

The exercise period for the Series 2024/2026 warrants expires prior to the date on which the general meeting of Infrea resolves to approve the Merger Plan, and therefore no Series 2024 /2026 warrants will be outstanding at that time.

Warrants of series 2024/2027

At Infrea's annual general meeting on 15 May 2024, the meeting resolved to adopt an incentive scheme for the issue of a maximum of 210,000 Series 2024/2027 warrants to Infrea for transfer to certain employees within the Infrea Group, entitling them to subscribe for new shares in Infrea. The warrants may be exercised to subscribe for shares during the period from 17 May 2027 to 29 June 2027.

In connection with the Merger, the warrant holders will, in accordance with the terms and conditions of the Series 2024/2027 warrants, be entitled to have their warrants redeemed. The Board of Directors of Infrea has resolved to redeem the outstanding warrants by purchasing them from the holders and repurchasing them by Infrea at the higher of (i) the market value of the warrants at the time of Infrea's extraordinary general meeting to approve the Merger Plan and (ii) 0.73 SEK per warrant, corresponding to the price at which the warrant holders originally acquired the warrants. Consequently, all Series 2024/2027 warrants will be acquired by Infrea and cancelled prior to Completion.

Warrants of series 2025/2028

At Infrea's annual general meeting on 15 May 2025, the meeting resolved to adopt an incentive scheme for the issue of a maximum of 230,000 warrants of series 2025/2028 to Infrea for transfer to certain employees within the Infrea Group, entitling them to subscribe for new shares in Infrea. The warrants may be exercised to subscribe for shares during the period from 17 May 2028 to 29 June 2028.

In connection with the Merger, the warrant holders will, in accordance with the terms and conditions of the Series 2025/2028 warrants, be entitled to have their warrants redeemed. The Board of Directors of Infrea has resolved to redeem the outstanding warrants by purchasing them from the holders and repurchasing them by Infrea at the higher of (i) the market value of the warrants at the time of Infrea's extraordinary general meeting to approve the Merger Plan and (ii) 0.63 SEK or 0.24 SEK per warrant (depending on the time of the acquisition), corresponding to the price at which the warrant holders originally acquired the warrants. Consequently, all Series 2025/2028 warrants will be acquired by Infrea and cancelled prior to Completion.

Warrants of series 2026/2029

At Infrea's annual general meeting on 13 May 2026, the meeting resolved to adopt an incentive scheme for the issue of a maximum of 200,000 warrants of series 2026/2029 to Infrea for transfer to certain employees within the Infrea Group, entitling them to subscribe for new shares in Infrea. The warrants may be exercised to subscribe for shares during the period from 17 May 2029 to 29 June 2029.

In view of the Merger, Infrea does not intend to transfer any warrants of series 2026/2029 to the participants in the programme, and outstanding warrants are intended, provided that the extraordinary general meeting of Infrea resolves to approve the Merger Plan, to be cancelled.

Apart from what is mentioned above, there are no warrants, convertibles or other securities entitling the holder to special rights in Infrea.

Approvals from authorities

Completion of the Merger is conditional upon, *inter alia*, all permits, approvals, decisions and other measures required for the Merger from authorities or similar bodies having been obtained, including approval from the Swedish Competition Authority and a decision by the Inspectorate of Strategic Products that no action is required in relation to the notification pursuant to the Screening of Foreign Direct Investments Act (2023:560) or, where applicable, approving the Merger following a review, in each individual case on terms acceptable to Netel and Infrea, in the opinion of their respective Boards.

Netel has initiated the work of preparing the notifications required for the competition review and the notification under the Screening of Foreign Direct Investments Act (2023:560).

Merger plan, merger prospectus and other available documents

The Boards of Directors of Netel and Infrea have drawn up a joint Merger Plan, which the auditors of both companies have reviewed and issued opinions on in accordance with the Swedish Companies Act (2005:551). The Merger Plan includes, amongst other things, a statement regarding the appropriateness of the Merger for the companies and how the Merger Consideration has been determined. Copies of the Merger Plan, together with its appendices and the auditors' opinions, are available from, and may be obtained free of charge from, the companies. The documents will also be available on the companies' websites: www.netelgroup.com and www.infrea.se respectively.

A merger prospectus relating to the Merger will be drawn up. The merger prospectus is expected to be published in July 2026 and will thereafter be available, *inter alia*, on the websites of Netel and Infrea.

Preliminary timetable for the Merger and the New Issues in Netel

15 June 2026	The Merger Plan is published and made available to the companies' shareholders
July 2026	The merger prospectus is published
August 2026	Extraordinary general meetings in Netel and Infrea
Fourth quarter of 2026	The SCRO registers the Merger

Applicable law and disputes

The Merger shall be governed by and construed in accordance with Swedish law. The Merger is subject to the Takeover Rules and the Swedish Securities Council's guidance on the interpretation and application of the Takeover Rules. In accordance with section V.2 of the Takeover Rules, Netel has undertaken to Nasdaq Stockholm to comply with the Takeover Rules and to submit to any sanctions that Nasdaq Stockholm may impose in the event of a breach of the Takeover Rules. Any dispute relating to, or arising in connection with, the Merger shall be settled exclusively by a Swedish court, with the Stockholm District Court as the court of first instance.

Advisors

Netel has engaged Polar Advisory as financial adviser in connection with the Merger and the New Issues, Arctic Securities AS, filial Sverige, as financial adviser in connection with the debt financing, and Linklaters is acting as legal adviser. Infrea has engaged DNB Carnegie Investment Bank as financial adviser and Advokatfirman Schjødt as legal adviser.

Conference call for investors, analysts and the media

Martin Reinholdsson, CEO and Group CEO of Infrea, and Alireza Etemad, Chairman of the Board of Netel, will participate in a webcast on 15 June 2026 at 10:00 CEST.

Questions may be submitted via the web or by telephone. The presentation materials are also available at <https://live.events.inderes.com/investor-call-june-2026>.

If you wish to participate via the webcast, please access it via the link <https://live.events.inderes.com/investor-call-june-2026>. You can submit written questions via the webcast. If you wish to ask questions verbally via the conference call, please register via the link <https://events.inderes.com/live/investor-call-june-2026/dial-in>. After registering, you will receive a telephone number and ID to log in to the conference. You can ask questions verbally via the conference call.

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This information is information that Netel Holding AB (publ) is required to disclose under the EU Market Abuse Regulation and the Takeover Rules. The information was submitted for publication, through the above-mentioned contact persons, on 15 June 2026 at 08.00 CEST.

Important information

For the purposes of this disclaimer, "this press release" means this document, its contents or any part of it, any oral presentation, any question-and-answer session and any written or oral materials discussed or distributed therein.

This press release may not be made public, published or distributed, either directly or indirectly, in or into the United States of America, Australia, Canada, the Hong Kong special administrative region of the People's Republic of China, Japan, Switzerland and South Africa, or any other jurisdiction where such action, in whole or in part, would be subject to legal restrictions or would require additional information documents, registration, or other measures beyond those required by Swedish law. The information in this press release may not be forwarded or reproduced in a manner that is inconsistent with such restrictions or would entail such requirements. Any violation of these instructions may constitute a breach of applicable securities laws.

This press release does not constitute a merger document within the meaning of article 1(4) (g) and article 1(5)(f) or a merger prospectus within the meaning of article 14a of 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 (the "**Prospectus Regulation**"), a prospectus under the Prospectus Regulation or a prospectus under any other prospectus regulation (including, without limitation, the Swiss Financial Services Act) or an offer document within the meaning of the Takeover Rules for Nasdaq Stockholm and Nordic Growth Market NGM issued by the Swedish Securities Council. Nor does this press release constitute a notice to a general meeting.

This press release shall not constitute an offer to sell or the solicitation or invitation of any offer to buy, acquire or subscribe for, any securities or an inducement to make any investment decision, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any decision with respect to the proposed statutory merger of Netel and Infrea in accordance with the Swedish Companies Act should be made solely on the basis of information to be contained in the actual notices to the general meetings of Netel and Infrea, as applicable, and the merger prospectus related to the Merger as well as on an independent analysis of the information contained therein. You should consult the merger prospectus, which will be available prior to the general meeting at which the matters set out herein will be subject to vote, for more complete information about the Merger, and perform an independent analysis of the information contained therein when making any investment decision.

No shares in Netel, Infrea or the Combined Company have been or will be registered under the U.S. Securities Act of 1933 (the "**Securities Act**") or the relevant securities laws and regulations of any state or other jurisdiction of the United States. Neither the U.S. Securities and Exchange Commission nor any equivalent state-level authority has approved shares in Netel, Infrea or the Combined Company or determined whether this document is accurate or complete. Any statement to the contrary is a crime in the United States. Shares in the Combined Company may not be offered, sold or delivered in the United States except in compliance with an exemption from the registration requirements of the Securities Act or through a transaction that is not subject to the registration requirements under the Securities Act.

Shares in the Combined Company are not and may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act and no application has been or will be made to admit the shares in the Combined Company to trading on any trading venue (exchange or multilateral trading facility) in Switzerland.

This Merger is made for the securities of a foreign company. The Merger is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the federal securities laws, since Netel is located in a foreign country, and some or all of its officers and directors may be residents of a foreign country. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's judgment.

Infrea shareholders located in the United States will not be eligible to receive shares as merger consideration. For shareholders located in the United States, and for shareholders located in certain other foreign jurisdictions to whom Netel cannot deliver shares in Netel as merger consideration under the terms of the Merger, for example because the shareholder cannot demonstrate the required qualified investor status under local securities regulations, a financial institute, which Netel and Infrea will instruct, shall aggregate all such shares in Netel, sell them on Nasdaq Stockholm and distribute the proceeds of the sale (less applicable expenses) to those entitled to them. This does not apply in relation to any jurisdiction where a total of more than 3 per cent of the shares in Infrea are located.

This press release contains forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors because they relate to events and depend on circumstances that will occur in the future whether or not outside the control of each respective company or the Combined Company. Such factors may cause actual results, performance or developments to differ materially from those expressed or implied by such forward-looking statements. Although managements of each respective company believe that their expectations reflected in the forward-looking statements are reasonable based on information currently available to them, no assurance is given that such forward-looking statements will prove to have been correct. You should not place undue reliance on forward-looking statements. They speak only as at the date of this press release and neither Netel nor Infrea undertakes any obligation to update these forward-looking statements. Past performance of Netel and Infrea does not guarantee or predict future performance of the Combined Company. Moreover, Netel, Infrea and their respective affiliates and their respective officers, employees and agents do not undertake any obligation to review, update or confirm expectations or estimates or to release 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. Additionally, there can be no certainty that the Merger will be completed in the manner and timeframe described in this press release, or at all.

[1] Based on the unadjusted closing share price of approximately SEK 3.47 for the Netel share on Nasdaq Stockholm on 12 June 2026, the last trading day prior to the announcement of the Merger, the merger consideration represents (i) a deviation of approximately 0 per cent compared with the volume-weighted average price of approximately SEK 14.80 for Infrea's share on Nasdaq Stockholm during the last 30 trading days up to and including the announcement of the Merger, (ii) a premium of approximately 12 per cent compared with the closing price of approximately SEK 13.20 for Infrea's share on Nasdaq Stockholm on 12 June 2026, the last trading day prior to the announcement of the Merger and (iii) a discount of approximately 8 per cent compared with the volume-weighted average price of approximately SEK 16.11 for Infrea's share on Nasdaq Stockholm during the last 90 trading days up to and including the announcement of the Merger.

[2] At Infrea's Annual General Meeting on 13 May 2026, it was resolved to reduce the company's share capital by cancelling 1,950,601 of its own shares. Following the cancellation,

the number of outstanding shares in Infrea amounts to 28,137,807. The AGM's resolution on the cancellation has been registered with the Swedish Companies Registration Office but is not expected to receive the Office's authorisation to be implemented until after the notice period for creditors has expired on 23 July 2026.

[3] Provided that the Overallotment Issue is fully subscribed, Infrea's shareholders will hold a maximum of 53 per cent of the share capital and voting rights in the Combined Company.

[4] Source: Holdings Modular Finance with adjustments from the share registers of the companies.

[5] Including shares held directly and indirectly.

[6] Including shares held directly and indirectly.

About us

With over 25 years of experience, Netel is a leader in the development and maintenance of critical infrastructure within Infraservices, Power and Telecom. We are involved in the entire value chain from design, production and maintenance of our customers' facilities. We are dedicated to securing an accessible and reliable future, where technology unites and transforms society. Netel reported net sales of SEK 2,915 million in 2025 and the number of employees in the group is about 800. Netel is listed on Nasdaq Stockholm since 2021. Read more at netelgroup.com.

Attachments

[Netel and Infrea create leading Northern European platform for infrastructure services](#)