

## Interim report Q3 2025

### July - September 2025

- Net sales amounted to 383 SEKm (205)
- Organic sales growth amounted to 6 %
- EBITA increased by 35 % and amounted to 23 SEKm (17)
- Adjusted EBITA amounted to 48 SEKm (29)
- Operating profit amounted to 14 SEKm (14)

### January - September 2025

- Net sales amounted to 1 070 SEKm (594)
- Organic sales growth amounted to 17 %
- EBITA increased by 31 % and amounted to 84 SEKm (64)
- Adjusted EBITA amounted to 146 SEKm (92)
- Operating profit amounted to 63 SEKm (57)

### Significant events July – September 2025

During the quarter, Qflow completed two acquisitions that strengthened our position both in the Swedish market and took the first step into the Danish market:

- WAADE: a Swedish consulting company with expertise in construction and project management, design management, strategic consulting, collaboration management, digital working methods and method development within VDC (Virtual Design and Construction)
- DA1: a Danish consulting company with a wide range of services in project development, design and project and construction management in housing, healthcare and infrastructure in both the tested and public sectors

Qflow Group AB (publ) has, since September 25, 2024, issued senior covered bonds. Under the terms and conditions of the bonds, Qflow Group has applied for admission to trading the bonds on Nasdaq Stockholm's corporate bond list. The application has been approved and the first day of trading in the bonds was September 19, 2025.

### In brief

SEKm	Jul-Sep 2025	Jul-Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
Net sales, pro forma	383	205	1 070	594	891
EBIT	14	14	63	57	93
EBITA	23	17	84	64	104
EBITA adjusted	48	29	146	92	145
EBITA adjusted %	13%	14%	14%	15%	16%
<b>KPI:s</b>					
Billing rate	80%	82%	80%	82%	82%
Number of Full-time employees	997	511	802	440	470

# Comments from the CEO

Svante Hagman

## A first step into the Danish market

During the quarter, DAI, based in Aarhus, became part of the group. With its strong customer contacts, competent employees and good local roots, DAI is an excellent first step to build on for the Danish market.

In Sweden, we have strengthened our position by Waade becoming part of Qflow. Their project and design management business with a focus on VDC (Virtual Design Construction) is an excellent complement to existing businesses in the group. From day one, we have noted several contacts for potential collaborations that can strengthen our offering to customers.

We continue to grow at a high pace through the addition of more companies to the group, but also with a good level of organic growth. The quarter started somewhat weaker with relatively large take-offs in July and August. A high level of activity in September with an increase in the number of invoicing hours made a nice addition to the quarter as a whole.

After the end of the period, we have welcomed Vial to our Norwegian part of the business. With their expertise in project management and planning processes as well as their focus on the energy sector, they will make a great contribution to developing our position in Norway.



## Qflow in brief

- Qflow is a leading Nordic group within specialist engineering consulting
- The Group was founded in 2022 by Svante Hagman (CEO) and Emile Hamon (COO), with support from Aspira Partners, through the acquisitions of two leading platform investments in infrastructure engineering consultancy
- Unique service breadth of specialist competencies from today's 25 subsidiaries with expertise areas in infrastructure, construction, energy and environment as well as testing and inspection
- Highly qualified personnel, consisting primarily of trained engineers (M.Sc., PhDs, etc.)
- With national presence and focus on urban hubs in Sweden and Norway, the Group is positioned to capitalise on Swedish infrastructure investment trends
- Qflow operates a decentralised business model where the Group's subsidiaries are in charge of day-to-day operations, ensuring aligned interests and proximity to end customers, markets, and local know-how
- The common platform is strengthened by central support for recruitment, "bring a friend" co-operation in customer offerings and the Qflow Accelerator program for strategic management and leadership.
- Through both organic and inorganic growth, Qflow has quickly become an important player on the market and is on track to become a leading specialist in civil engineering consulting
- Industry-leading profitability underpinned by high level of customer satisfaction, high utilisation and low employee turnover

# Group performance

## Juli – September 2025

### Sales

Net sales increased by 87% in the quarter compared to the corresponding period last year and amounted to 383 (205) SEKm. The significant increase is for the most part attributable to the consolidation of the recently acquired companies in the group. From 18 companies at the end of the second quarter 2024 to 25 companies as of Sept. 30, 2025. The latest acquisitions in the group, WAADE AB and DAI A/S, have directly contributed to the increase in net sales.

Organic growth was 6% and largely driven by the services the group sells that are not priced by the hour.

### Result

EBITA increased from 17 SEKm to 23 SEKm compared to the previous year's third quarter.

Acquisition costs in the quarter amounted to 23 SEKm (12 SEKm), distributed between transaction costs of 10 SEKm and share-based payments of 13 SEKm. This is an increase compared to the previous year's quarter when transaction costs amounted to 8 SEKm.

The adjusted EBITA margin amounts to 13% (14%) including holding costs. The margin development during the quarter is affected by the mix between consulting services and other services. During the quarter, the increase in other services drives most of the organic revenue growth, but the margin is slightly lower for these services compared to consulting services.

The quarter has the same number of working days as the same quarter last year.

Net financial items for the quarter amount to -25 MSEK (-9 SEKm). The largest items relate to interest on issued bonds of 23 MSEK and interest expenses regarding leasing liabilities of 2.5 MSEK. The increase in interest expenses is explained by the bond being issued in September 2024.

The result of the period amounted to -14 SEKm (2 SEKm).

### Cash flow

Cash flow from operating activities amounted to 3 (13) SEKm in the quarter. Cash flow from investing activities amounted to -134 (-86), for the most part attributable to company acquisitions. The pace of acquisitions in terms of number of companies is in line with the third quarter of the previous year. The companies acquired during the third quarter of 2025 have a higher annual turnover overall compared to those acquired during the corresponding period in 2024. Cash flow from financing activities decreased to -93 (564) SEKm. The decrease in cash flow is explained by the issuance of the bond in September 2024.

## Januari - September 2025

### Sales

Net sales increased by 80% during the period and amounted to 1 070 (594) SEKm. The significant increase compared to the corresponding period last year is primarily attributable to the consolidation of the newly acquired companies in the group. From 18 companies at the end of the second quarter 2024 to 25 companies as of September 30, 2025. The latest acquisitions in the group, WAADE AB and DAI A/S, have directly contributed to the increase in net sales. The increase in sales is also due to organic growth and high billing rate.

Organic growth was 17% and was driven by increased sales of consulting services but also largely by services not priced per hour provided by the group.

### Result

EBITA increased from 64 SEKm to 84 SEKm compared to the corresponding period last year.

Acquisition costs for the period Jan-Sep amounted to 58 SEKm (27). The costs are distributed between transaction costs of 28 SEKm and share-based payments of 30 SEKm. Transaction costs have increased from 19 SEKm in the previous year and are due to the acquisition of more, and overall larger, companies during the first nine months of 2025 compared to 2024.

The adjusted EBITA margin amounts to 14% (15%) including holding costs. The margin development during the period is largely affected by sales mix and calendar effects.

During the Jan-Sep period, there were 2 fewer working days compared to the same period last year. This is estimated to have impacted sales and EBITA by 10 SEKm which influenced the adjusted EBITA margin of 2%.

Net financial items in the quarter amounted to SEK -58 million (-22). The largest items relate to interest on issued bonds of SEK 53 million and interest expenses on leasing liabilities of SEK 5.9 million.

The result for the period amounted to SEK -6 million (SEK 29 million).

### **Cash flow**

Cash flow from operating activities amounted to 3 (52) SEKm in the period. Cash flow from investing activities amounted to -404 (-280), for the most part attributable to company acquisitions during the period. The acquisition rate concerning new companies has been higher in both the number of companies and the size of companies in the first nine months of 2025 compared to the corresponding period 2024. Cash flow from financing activities decreased to 461 (686) SEKm. The change is explained by the company starting bond financing and RCF facility in September 2024.

### **Financial position**

At the end of the period, cash and cash equivalents amounts to 264 (581) SEKm. The company shows a stable financial position with an equity ratio of 39%. This indicates that a sizeable portion of the company's assets are financed by equity, which creates a stable foundation for future growth and acquisitions.

### **Personnel**

The number of full-time employees amounted to 802 at the end of September, which is an increase of 332 people compared to the end of 2024.

### **Parent company January – September 2025**

Net sales in the parent company amounted to 10 SEKm (6) and relate to intra-group services. Profit after financial items amounted to -61 SEKm (22). Investments in financial assets amounted to 499 (425). Cash and cash equivalents at the end of the period amounted to 172 SEKm (525).

## **Market**

Demand for consulting services remains strong in both the Swedish and Norwegian markets. Among public customers there is a strong demand for infrastructure-related projects. For example, there's stable demand for new investments in road and railway projects, which forms an important foundation alongside steady demand for maintenance. We also see an increased need for investment in the energy, water, and now also the defence sectors, which contributes to the stability of services in the infrastructure area.

From private customer, demand from the construction industry stabilized during the quarter, although demand for services related to residential construction remains at a low level.

## **Outlook**

The Group has a clear strategy for continued growth, which includes both strategic acquisitions and organic expansion. The market in which the Group's companies operate is considered stable with good foresight, characterized by many long-term agreements. We see a positive development in the recruitment of new competent employees, which is an important prerequisite for our continued growth. In the area of acquisitions, active work is ongoing with several dialogues with interesting potential acquisition candidates.

## Risks and uncertainties

The Group's operations are subject to inherent risks arising from general economic conditions. Negative changes in economic conditions could have a significant negative impact on the Group's business prospects, results, and financial position, which in turn could reduce the Group's revenues

Vidare kan en försämring av den globala ekonomin, en försämring av den svenska marknaden för bostadsfastigheter eller minskad efterfrågan på koncernens produkter eller tjänster också ha en väsentlig negativ inverkan på koncernens verksamhet, resultat och finansiella ställning.

The acquisition of companies for continued growth is an essential part of the Group's business strategy. The Group strives to acquire companies both in markets where the Group is already active and in new markets where the Group is currently active to a limited extent or not at all. If the Group were unable to identify attractive target companies for acquisition or to complete such acquisitions on favourable terms, it would have a negative impact on the Group's operations and financial position.

Acquisitions and other similar transactions are subject to risks and uncertainties and may involve obligations and risks related to their nature or value. Furthermore, the completion of relevant acquisitions depends on the Group either having sufficient available funds or obtaining financing for such acquisitions.

A more detailed account of the Group's risks can be found in Qflow Group's annual report for 2024.

## Other information

Qflow Group has had a senior secured bond issued since September 25, 2024. The bond bears a floating interest rate (stibor + 5,5%). The initial issue amount was 575 SEKm. During Q2 2025, a tap issue of 425 SEKm was made. The bond is listed on the Frankfurt Open Market (ISIN SE0022759825). The bond has a maturity date of September 25, 2028.

The board has appointed Martin Dahlgren as the new CEO. Martin Dahlgren will take up his position on January 1, 2026. The current CEO will remain as founder/owner and support the group's continued development.

## Events after the end of the period

In October, Qflow completed the acquisition of Vial AS, which strengthens the group's competence in the Norwegian market with consulting services in planning process, road, land, water, building construction, VDC/BIM and project and project management. The subsidiary Vial Energy AS works with development in renewable energy. The company's annual turnover amounts to approx. 40 MSEK and the company has approx. 20 employees. The company will be consolidated from October 2025.

At the end of October, Qflow signed share purchase agreements regarding two smaller acquisitions. One was completed in early November, and the other will be completed on November 6. The acquisitions strengthen the group's competence in the Swedish market. The first company conducts consulting activities in the Gothenburg area. The second company conducts consulting activities in the Stockholm area. Together, the companies have a turnover of approx. 40 MSEK and employ 18 consultants. The companies will be consolidated from November 2025.

## Segment

Qflow offers a unique range of specialist expertise from today's 25 subsidiaries, with areas of expertise in infrastructure, construction, energy, environment, as well as testing and inspections. Qflow operates in three geographic segments, Sweden, Norway and Denmark. The operations in these geographic areas are similar and have comparable revenue streams and cost structures.

### Sweden

Net sales amounted to SEK 305 million in the quarter (212). Organic sales growth was 6%. Demand in the Swedish market remained stable during the quarter. The Swedish operations had a stable quarter with slightly lower activity during the summer months but higher activity in September compared with the previous year. A good replenishment of new assignments and continued confidence from existing ones led to growth in the order backlog.

Adjusted EBITA amounted to SEK 39 million (31), representing a stable margin %.

For the accumulated period January – September, net sales amounted to SEK 897 million (611). Adjusted EBITA amounted to SEK 139 million (102).

### Norway

Net sales amounted to SEK 85 million for the quarter (15). The increase is largely driven by acquisitions, with Qflow's first step into the Norwegian market occurring in Q2 2024. During the second quarter of 2025, Qflow made a platform acquisition in Norway, which has provided good geographical diversification and favourable conditions for continued growth. Collaboration between the Norwegian operations has started well. Work on allocating resources for the contracts obtained with the defence sector began during the quarter.

Adjusted EBITA amounts to SEK 13 million (2).

For the period January – September, net sales amount to SEK 194 million (19). Adjusted EBITA amounts to SEK 24 million (4).

### Denmark

Net sales amounted to SEK 9 million in the quarter (-). In the third quarter of 2025, Qflow Group took the first step into the Danish market through the acquisition of DAI A/S. Adjusted EBITA amounts to SEK 1 million (-). Operations have been at a normal level during the first month of the Qflow Group.

Accumulated for the period Jan – Sep, net sales amount to SEK 9 million (-). Adjusted EBITA amounts to SEK 1 million (-).



## Condensed consolidated income statement

SEKm	Jul-Sep 2025	Jul-Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
Net sales	383	205	1 070	594	891
Other operating income	2	1	4	3	3
<b>Revenue</b>	<b>385</b>	<b>206</b>	<b>1 074</b>	<b>597</b>	<b>895</b>
Raw materials and consumables used	-3	-2	-9	-6	-10
Other external costs	-112	-56	-295	-159	-245
Employee benefits expense	-206	-107	-580	-306	-453
Depreciation and amortisation	-27	-16	-69	-41	-59
Other operating expenses	0	0	0	0	0
Acquisition-related expenses	-23	-12	-58	-27	-35
<b>Operating profit</b>	<b>14</b>	<b>14</b>	<b>63</b>	<b>57</b>	<b>93</b>
Finance income	1	0	2	0	5
Finance costs	-25	-9	-59	-22	-37
<b>Total income from financial items</b>	<b>-25</b>	<b>-9</b>	<b>-58</b>	<b>-22</b>	<b>-32</b>
<b>Profit before tax</b>	<b>-11</b>	<b>5</b>	<b>6</b>	<b>36</b>	<b>61</b>
Income tax expense	-4	-3	-12	-6	-25
<b>Profit for the year</b>	<b>-14</b>	<b>2</b>	<b>-6</b>	<b>29</b>	<b>35</b>
<i>Profit for the period attributable to:</i>					
Equity holders of the parent company	-14	2	-6	29	35

## Condensed consolidated statement of comprehensive income

SEKm	Jul-Sep 2025	Jul-Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
<b>Profit for the year</b>	<b>-14</b>	<b>2</b>	<b>-6</b>	<b>29</b>	<b>35</b>
<b>Other comprehensive income</b>					
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>					
Exchange differences on translation of foreign operations	0	-3	-2	-3	-2
<b>Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods</b>	<b>0</b>	<b>-3</b>	<b>-2</b>	<b>-3</b>	<b>-2</b>
<b>Total comprehensive income for the year, net of tax</b>	<b>-14</b>	<b>-1</b>	<b>-8</b>	<b>26</b>	<b>33</b>
<i>Total comprehensive income attributable to:</i>					
Equity holders of the parent company	-14	-1	-8	26	33

## Condensed consolidated balance sheet

SEKm	30 sep 2025	30 sep 2024	31 dec 2024
<b>Assets</b>			
Goodwill and intangible assets	1 594	1 051	1 111
Property, plant and equipment	34	19	21
Right-of-use assets	159	118	116
Non-current financial assets	9	6	3
<b>Total non-current assets</b>	<b>1 796</b>	<b>1 194</b>	<b>1 251</b>
Current receivables	535	300	303
Cash and short-term deposits	264	581	204
<b>Total current assets</b>	<b>799</b>	<b>881</b>	<b>508</b>
<b>Total Assets</b>	<b>2 595</b>	<b>2 074</b>	<b>1 759</b>
<b>Equity and liabilities</b>			
Total equity	1 014	827	858
<b>Total equity</b>	<b>1 014</b>	<b>827</b>	<b>858</b>
Provisions	69	35	41
Other non-current financial liabilities	1 004	507	530
Non-current lease liabilities	88	61	58
<b>Total non-current liabilities</b>	<b>1 161</b>	<b>604</b>	<b>628</b>
Interest-bearing loans and borrowings	0	404	-
Current lease liabilities	61	48	50
Other current liabilities	359	191	222
<b>Total current liabilities</b>	<b>420</b>	<b>643</b>	<b>272</b>
<b>Total Equity and liabilities</b>	<b>2 595</b>	<b>2 074</b>	<b>1 759</b>

## Condensed consolidated statement of changes in equity

SEKm	Share capital	Other capital contributed	Other equity incl. Profit (loss) for the year	Total
<b>As at 2024-01-01</b>	<b>2</b>	<b>690</b>	<b>3</b>	<b>696</b>
<b>Total comprehensive income</b>			26	<b>26</b>
<i>Transactions with owners</i>				<b>0</b>
Issue of share capital	0	106		<b>106</b>
<b>At 2024-09-30</b>	<b>2</b>	<b>796</b>	<b>29</b>	<b>827</b>
<b>As at 2025-01-01</b>	<b>2</b>	<b>819</b>	<b>37</b>	<b>858</b>
<b>Total comprehensive income</b>			-8	<b>-8</b>
<i>Transactions with owners</i>				<b>0</b>
Issue of share capital	0	164		<b>164</b>
<b>At 2025-09-30</b>	<b>3</b>	<b>983</b>	<b>29</b>	<b>1 014</b>



## Condensed consolidated cash flow statement

SEKm	Jul-Sep 2025	Jul-Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
Operating profit	14	14	63	57	93
Adjustments for non-cash items	41	21	95	50	69
Interest received	1	0	2	0	2
Interest paid	-25	-9	-59	-22	-37
Income tax paid	-12	-11	-39	-25	-22
<b>Cash flow from operatin activities before changes in working capital</b>	<b>18</b>	<b>15</b>	<b>61</b>	<b>60</b>	<b>105</b>
Increase /decrease in inventories	0	0	0	0	0
Increase/decrease in operating receivables	18	8	-41	19	13
Increase/decrease in operating liabilities	-33	-10	-18	-27	0
<b>Cash flows from operating activities</b>	<b>3</b>	<b>13</b>	<b>3</b>	<b>52</b>	<b>118</b>
Acquisition of intangible assets	0	-	-1	0	-1
Acquisition of tangible assets	-2	-3	-9	-7	-10
Acquisition of a subsidiary, net of cash acquired	-133	-83	-394	-274	-316
Change in financial assets	0	0	0	1	3
<b>Cash flows from investing activities</b>	<b>-134</b>	<b>-86</b>	<b>-404</b>	<b>-280</b>	<b>-323</b>
New share issue	3	5	16	5	13
Proceeds from loans	0	595	628	745	784
Repayment of loans	-96	-36	-183	-64	-511
<b>Cash flows from financing activities</b>	<b>-93</b>	<b>564</b>	<b>461</b>	<b>686</b>	<b>286</b>
<b>Cash flow for the period</b>	<b>-224</b>	<b>492</b>	<b>60</b>	<b>458</b>	<b>81</b>
Cash and cash equivalents at the beginning of the period	487	90	204	124	124
Net foreign exchange difference	0	-1	-1	-1	-1
<b>Cash and cash equivalents at the end of the period</b>	<b>264</b>	<b>581</b>	<b>264</b>	<b>581</b>	<b>204</b>

## Condensed Parent company income statement

SEKm	Jul - Sep 2025	Jul - Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
Net sales	3	2	10	6	8
Other operating income	0	0	0	0	0
<b>Revenue</b>	<b>3</b>	<b>2</b>	<b>10</b>	<b>6</b>	<b>8</b>
Other external costs	-4	-2	-9	-6	-10
Employee benefits expense	-3	-2	-11	-9	-11
<b>Operating profit</b>	<b>-4</b>	<b>-2</b>	<b>-10</b>	<b>-9</b>	<b>-13</b>
Dividend income from associate companies	-	4	-	49	54
Finance income	0	0	1	0	0
Financial costs	-22	-7	-52	-17	-30
<b>Result from financial items</b>	<b>-22</b>	<b>-3</b>	<b>-51</b>	<b>31</b>	<b>24</b>
<b>Profit before tax</b>	<b>-26</b>	<b>-5</b>	<b>-61</b>	<b>22</b>	<b>11</b>
Group contribution and untaxed reserves	-	-	-	-	38
<b>Earnings before tax</b>	<b>-26</b>	<b>-5</b>	<b>-61</b>	<b>22</b>	<b>49</b>
Income tax expense	-	-	-	-	-4
<b>Profit for the year</b>	<b>-26</b>	<b>-5</b>	<b>-61</b>	<b>22</b>	<b>45</b>

## Condensed Parent Company balance sheet

SEKm	30 Sep 2025	30 Sep 2024	31 Dec 2024
<b>Assets</b>			
Financial assets	1 888	1 374	1 389
<b>Total non-current assets</b>	<b>1 888</b>	<b>1 374</b>	<b>1 389</b>
Current receivables	124	1	47
Total Cash & bank	172	525	124
<b>Total current assets</b>	<b>296</b>	<b>526</b>	<b>171</b>
<b>Total Assets</b>	<b>2 184</b>	<b>1 901</b>	<b>1 560</b>
<b>Equity and Liabilities</b>			
<b>Total equity</b>	<b>999</b>	<b>849</b>	<b>896</b>
Tax allocation reserves	2	2	2
Non-current liabilities	987	850	517
Short term liabilities to credit institutions	0	60	0
Current liabilities	197	140	146
<b>Total Equity and liabilities</b>	<b>2 184</b>	<b>1 901</b>	<b>1 560</b>

# Notes

## Note 1 General information about the business

This interim report covers the Swedish parent company Qflow Group AB (publ), corporate registration number 559384-0837, and its subsidiaries. The Group conducts consulting activities in community building. The parent company is located in Malmö, Hyllie Boulevard 53, 215 37 Malmö.

## Note 2 Accounting principles

The consolidated financial statements are prepared in accordance with IFRS accounting standards. The Group's interim report has been prepared in accordance with IAS 34 Interim Financial Reporting and applicable parts of the Swedish Annual Accounts Act (1995:1554). This is the Group's first interim report in accordance with IAS 34, with a transition date of January 1, 2024. The Group previously applied BFNAR 2012:1 Annual Accounts and Consolidated Financial Statements (K3). The transition to IFRS has been made in accordance with IFRS 1 First-time Adoption of International Financial Reporting Standards and is described in more detail in Note 8 Transition to IFRS.

The parent company previously applied the Swedish Annual Accounts Act and BFNAR 2012:1 Annual Accounts and Consolidated Financial Statements (K3) in the preparation of financial reports. As of this interim report, the parent company, as a result of the Group's transition to IFRS, applies the Swedish Annual Accounts Act and RFR 2 Accounting for Legal Entities.

The Group's full accounting principles are described in Note 9 Group Accounting Policies. All amounts in this report are stated in millions of Swedish kronor (SEKm) unless otherwise specified. Rounding differences may occur.

## Note 3 Significant estimates and judgements

The Group makes estimates and assumptions about the future. The resulting accounting estimates, by definition, will rarely correspond to the actual result. The estimates and assumptions that involve a significant risk of material adjustments to the carrying amounts of assets and liabilities in the next financial year are summarized below.

### Business Acquisitions

In connection with the completion of acquisitions, the Group prepares acquisition analyses for accounting purposes in accordance with the accounting principle described in Note 9 Group Accounting Policies. Accounting for acquisitions involves a high degree of judgment and estimates, which primarily relate to the valuation and allocation of surpluses and deficits in acquisition analysis to assets and liabilities (net assets) as well as adjustment items for adaptation to the Group's accounting principles. Historically, no adjustments have been made to the carrying amounts.

In connection with acquisitions, there may be a contingent consideration, the size of which is determined by future earnings. In the initial acquisition analysis, an assessment of the level of the contingent consideration is made based on existing budgets and forecasts.

In the company acquisitions carried out by the Group, a part of the purchase price is settled through newly issued shares in Qflow Group AB. These shares are subject to certain vesting conditions and are therefore recognized as a share-based payment and not as part of the business acquisition. See Note 9 Group Accounting Principles for more information.

### Goodwill

The Group conducts an annual impairment test of goodwill and intangible assets with an indefinite useful life, or more frequently if events or changes in circumstances indicate a potential decrease in value. Impairment testing is performed according to the accounting principles described in Note 9 Group Accounting Principles. The recoverable amount for the cash-generating units has been determined by calculating the value in use. For the calculation, certain estimates must be made. The calculation is based on cash flow forecasts based on budgets and forecasts determined by management for the next five years.

## Note 4 Segment reporting

A business segment is a component of the group that engages in business activities from which it can earn revenue and incur expenses and for which discrete financial information is available. The group's operations are divided into different segments based on geographical areas. These are Sweden and Norway. The group's CEO is identified as the highest executive decision maker and monitors the performance of the business and makes decisions about resource allocation based on the services performed and the goods sold within each segment. The operations within each segment have similar revenue streams and cost structures. Internal pricing within the group is based on arm's-length principles.

Jul-Sep 2025	Sweden	Norway	Denmark	Total Segment	Unallocated amounts and eliminations	Total
External sales	289	85	9	383		383
Internal sales	16	-	-	16	-16	0
<b>Total net sales</b>	<b>305</b>	<b>85</b>	<b>9</b>	<b>399</b>	<b>-16</b>	<b>383</b>
<b>Adjusted EBITA</b>	<b>39</b>	<b>13</b>	<b>1</b>	<b>53</b>	<b>-6</b>	<b>48</b>
Acquisition-related items						-23
Non-recurring items						-1
Amortisation of intangible assets						-10
Financial items						-24
<b>Operating profit</b>						<b>-11</b>

Jul-Sep 2024	Sweden	Norway	Denmark	Total Segment	Unallocated amounts and eliminations	Total
External sales	190	15	-	205		205
Internal sales	22	-	-	22	-22	0
<b>Total net sales</b>	<b>212</b>	<b>15</b>	<b>-</b>	<b>227</b>	<b>-22</b>	<b>205</b>
<b>Adjusted EBITA</b>	<b>31</b>	<b>2</b>	<b>-</b>	<b>34</b>	<b>-4</b>	<b>29</b>
Acquisition-related items						-12
Non-recurring items						0
Amortisation of intangible assets						-3
Financial items						-9
<b>Operating profit</b>						<b>5</b>

Jan-Sep 2025	Sweden	Norway	Denmark	Total Segment	Unallocated amounts and eliminations	Total
External sales	867	194	9	1 070		1 070
Internal sales	30	-	-	30	-30	0
<b>Total net sales</b>	<b>897</b>	<b>194</b>		<b>1 100</b>	<b>-30</b>	<b>1 070</b>
<b>Adjusted EBITA</b>	<b>139</b>	<b>24</b>	<b>1</b>	<b>163</b>	<b>-18</b>	<b>146</b>
Acquisition-related items						-58
Non-recurring items						-4
Amortisation of intangible assets						-21
Financial items						-56
<b>Operating profit</b>						<b>6</b>

Jan-Sep 2024	Sweden	Norway	Denmark	Total Segment	Unallocated amounts and eliminations	Total
External sales	575	19	-	594		594
Internal sales	39	-	-	39	-39	0
<b>Total net sales</b>	<b>613</b>	<b>19</b>	<b>-</b>	<b>633</b>	<b>-39</b>	<b>594</b>
<b>Adjusted EBITA</b>	<b>102</b>	<b>4</b>	<b>-</b>	<b>106</b>	<b>-13</b>	<b>93</b>
Acquisition-related items						-27
Non-recurring items						-2
Amortisation of intangible assets						-6
Financial items						-22
<b>Operating profit</b>						<b>36</b>

## Note 5 Net sales

SEKm	Jul - Sep 2025	Jul - Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
<b>Private customers</b>					
Sweden	123	76	407	264	415
Norway	51	6	118	11	34
Denmark	8	-	8	-	
<b>Total</b>	<b>182</b>	<b>83</b>	<b>533</b>	<b>276</b>	<b>450</b>
<b>Public customers</b>					
Sweden	166	115	460	310	421
Norway	34	8	76	8	20
Denmark	1	-	1	-	
<b>Total</b>	<b>201</b>	<b>123</b>	<b>537</b>	<b>318</b>	<b>441</b>
<b>Total net revenue</b>	<b>383</b>	<b>205</b>	<b>1 070</b>	<b>594</b>	<b>891</b>

See also Note 9 of the group's accounting principles for further information on revenue recognition.

## Note 6 Financial instruments

Financial assets (SEKm)	2025-09-30		2024-12-31	
	Valued at amortized cost	Fair value	Valued at amortized cost	Fair value
Accounts receivables	205		162	
Cash & bank	264		204	
<b>Total financial assets</b>	<b>469</b>	<b>0</b>	<b>366</b>	<b>0</b>

Financial liabilities (SEKm)	2025-09-30		2024-12-31	
	Valued at amortized cost	Fair value	Valued at amortized cost	Fair value
Interest-bearing current liabilities	1 004		530	
Accounts payables	74		42	
Contingent consideration		46		25
<b>Total financial liabilities</b>	<b>1 078</b>	<b>46</b>	<b>572</b>	<b>25</b>

In addition to the financial instruments stated in the tables above, the group has financial liabilities in the form of lease liabilities, which are accounted for and valued according to IFRS 16 see note 8 Transition to IFRS.

The reported value of accounts receivable, liquid assets, and accounts payable constitutes a reasonable approximation of fair value. Conditional additional purchase prices are measured at fair value according to level 3. See also note 7 for further information on conditional additional purchase prices.

## Note 7 Acquisitions of companies

During the first nine months, Qflow Group has completed 6 acquisitions. All companies have been acquired at 100%. The total impact on the group's goodwill from the acquisition analyses amounts to 337 million SEK.

Company	Segment	Included from	Annual net sales (SEKm)	Number of employees
Agima Holding AB	Sweden	2025-03	70	45
Bro och stålkontroll i Stockholm AB	Sweden	2025-03	43	16
Novaform AS	Norway	2025-05	250	150
MEXL AB	Sweden	2025-05	70	75
WAADE Holding AB	Sweden	2025-07	100	50
DAI A/S	Denmark	2025-09	90	64
<b>TOTAL</b>			<b>623</b>	<b>400</b>

### Effects of acquisitions

The acquisitions have the following effects on the group's assets and liabilities. None of the acquisitions in 2025 or 2024 are individually considered material, and therefore, disclosures regarding the acquisitions are provided in aggregate.

SEKm	2025-09-30	2024-12-31
<b>Breakdown of the consideration</b>		
Cash consideration	470	343
Contingent consideration	32	24
Remuneration shares	47	38
<b>Total consideration</b>	<b>549</b>	<b>405</b>
<b>Acquired assets and liabilities</b>		
Brands	76	35
Customer relations/contracts	75	87
Other intangible assets	9	-
Property, plant and equipment	12	2
Right-of-use assets	53	28
Non-current financial assets	2	4
Trade receivables	103	83
Cash	83	60
Provisions	-1	-3
Deferred tax liability	-32	-26
Lease liabilities	-53	-28
Leverantörsskuld och övriga rörelseskulder	-115	-78
<b>Total identifiable net assets at fair value</b>	<b>212</b>	<b>164</b>
<b>Goodwill</b>	<b>337</b>	<b>241</b>

SEKm	2025-09-30	2024-12-31
<b>Analysis of cash flows on acquisition:</b>		
Cash consideration	-470	-343
Net cash acquired with the subsidiary	83	60
Settled contingent consideration	-7	-33
Transaction costs of the acquisition	-28	-21
<b>Net cash flow on acquisition</b>	<b>-422</b>	<b>-337</b>



SEKm	2025
<b>Impact on sales and operating profit (loss)</b>	
<b>During the holding period</b>	
Revenue	235
Operating income	26
<b>At 1 January 2024</b>	
Revenue	236
Operating income	20

SEKm	2025-09-30	2024-12-31
<b>Contingent consideration</b>		
Opening amount	25	39
Discounting	0	0
Added additional consideration	30	24
Revaluation of additional consideration	-	-5
Paid additional consideration	-9	-33
Exchange rate change	-	0
<b>Closing amount</b>	<b>46</b>	<b>25</b>

## Note 8 Transition to IFRS

From April 1, 2025, Qflow Group AB (publ) prepares its consolidated financial statements in accordance with IFRS accounting standards. The date of the group's transition to IFRS is January 1, 2024. Up to and including the fiscal year 2024, the group has prepared its consolidated financial statements in accordance with the Swedish Annual Accounts Act and BFNAR 2012:1 (K3). The transition to IFRS is accounted for in accordance with IFRS 1 "First-time Adoption of International Financial Reporting Standards".

The effect of the transition to IFRS is recognized directly against the opening balance of equity. Previously published financial information for the period 2024-01-01 – 2024-12-31, prepared according to the Annual Accounts Act and BFNAR 2012:1 (K3), has been restated to IFRS. The main principle is that all IFRS and IAS standards, which have entered into force and been approved by the EU, shall be applied retrospectively. The group has applied the following exemptions from the main principle in accordance with IFRS 1:

- The group has chosen not to restate business combinations that occurred before the date of transition to IFRS, i.e., before January 1, 2024.
- The group has chosen to apply the exemption in IFRS 1 regarding leases (IFRS 16) and thus values lease liabilities and right-of-use assets at the date of transition to IFRS.

The summary below shows the effects of the above applications on the group's statement of comprehensive income, statement of financial position, and statement of cash flows. The effects are presented for the historical periods that have been restated to IFRS. The transition from previous accounting principles has also resulted in a different structure and classification of the financial statements than before.

## Condensed balance sheet as of January 1, 2024, opening balance

SEKm	According to previous principles	A. Lease agreements	According to IFRS
<b>Assets</b>			
Goodwill and intangible assets	759		759
Property, plant and equipment	15		15
Right-of-use assets	-	99	99
Non-current financial assets	2		2
<b>Total non-current assets</b>	<b>777</b>	<b>99</b>	<b>875</b>
Inventories	1		1
Trade receivables	103		103
Contract assets	50		50
Other current financial assets	21		21
Cash and short-term deposits	124		124
<b>Total current assets</b>	<b>299</b>	<b>0</b>	<b>299</b>
<b>Total Assets</b>	<b>1076</b>	<b>99</b>	<b>1174</b>
<b>Equity and liabilities</b>			
Total equity	696		696
Provisions	13		13
Other non-current financial liabilities	173		173
Non-current lease liabilities	-	67	67
Interest-bearing loans and borrowings	40		40
Current lease liabilities	-	31	31
Accounts payable	26		26
Other liabilities	128		128
<b>Total Equity and liabilities</b>	<b>1076</b>	<b>99</b>	<b>1174</b>

## Condensed consolidated income statement for the period Jul – Sep 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
Net sales	205			205
Other operating income	1			1
<b>Revenue</b>	<b>206</b>	<b>0</b>	<b>0</b>	<b>206</b>
Raw materials and consumables used	-2			-2
Other external costs	-68	12		-56
Employee benefits expense	-107			-107
Depreciation and amortisation	-30	-11	25	-16
Other operating expenses	0			0
Acquisition-related expenses	-		-12	-12
<b>Operating profit</b>	<b>0</b>	<b>1</b>	<b>13</b>	<b>14</b>
Finance income	0			0
Finance costs	-7	-2		-9
<b>Total income from financial items</b>	<b>-7</b>	<b>-2</b>	<b>0</b>	<b>-9</b>
<b>Profit before tax</b>	<b>-7</b>	<b>-1</b>	<b>13</b>	<b>5</b>
Income tax expense	-4	0	1	-3
<b>Profit for the year</b>	<b>-11</b>	<b>-1</b>	<b>14</b>	<b>2</b>
<i>Profit for the period attributable to:</i>				
Equity holders of the parent company	-11	-1	14	2

## Condensed consolidated statement of comprehensive income

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
<b>Profit for the year</b>	-11	-1	14	2
<b>Other comprehensive income</b>				
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>				
Exchange differences on translation of foreign operations	-2	-	-1	-3
<b>Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods</b>	<b>-2</b>	<b>0</b>	<b>-1</b>	<b>-3</b>
<b>Total comprehensive income for the year, net of tax</b>	<b>-13</b>	<b>-1</b>	<b>13</b>	<b>-1</b>
<i>Total comprehensive income attributable to:</i>				
Equity holders of the parent	-13	-1	13	-1

## Condensed Consolidated Statement of Cash Flow for the period Jul – Sep 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
Operating profit	0	1	13	14
Adjustments for non-cash items	27	11	-17	21
Interest received	0			0
Interest paid	-7	-2		-9
Income tax paid	-11			-11
<b>Cash flow from operating activities before changes in working capital</b>	<b>8</b>	<b>10</b>	<b>-4</b>	<b>15</b>
Increase/decrease in inventories	0			0
Increase/decrease in operating receivables	8			8
Increase/decrease in operating liabilities	-10			-10
<b>Cash flows from operating activities</b>	<b>7</b>	<b>10</b>	<b>-4</b>	<b>14</b>
Acquisition of tangible assets	-3			-3
Acquisition of a subsidiary, net of cash acquired	-95		12	-83
Change of financial assets	0			0
<b>Cash flows used in investing activities</b>	<b>-96</b>	<b>0</b>	<b>12</b>	<b>-85</b>
New share issue	5			5
Proceeds from loans	595			595
Repayment of loans	-20	-16		-35
<b>Net cash flows (used in)/from financing activities</b>	<b>580</b>	<b>-16</b>	<b>0</b>	<b>564</b>
<b>Cash flow for the period</b>	<b>490</b>			<b>492</b>
Cash and cash equivalents at the beginning of the period	90			90
Net foreign exchange difference	-1			-1
<b>Cash and cash equivalents at the end of the period</b>	<b>581</b>			<b>581</b>

## Condensed consolidated income statement for the period Jan – Sep 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
Net sales	594			594
Other operating income	3			3
<b>Revenue</b>	<b>597</b>	<b>0</b>	<b>0</b>	<b>597</b>
Raw materials and consumables used	-6			-6
Other external costs	-193	33		-159
Employee benefits expense	-306			-306
Depreciation and amortisation	-80	-31	69	-41
Other operating expenses	0			0
Acquisition-related expenses	-		-27	-27
<b>Operating profit</b>	<b>12</b>	<b>3</b>	<b>42</b>	<b>57</b>
Finance income	0			0
Finance costs	-18	-5		-22
<b>Total income from financial items</b>	<b>-17</b>	<b>-5</b>	<b>0</b>	<b>-22</b>
<b>Profit before tax</b>	<b>-5</b>	<b>-2</b>	<b>42</b>	<b>35</b>
Income tax expense	-8	0	1	-6
<b>Profit for the year</b>	<b>-13</b>	<b>-1</b>	<b>44</b>	<b>29</b>

## Condensed consolidated statement of comprehensive income

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
<b>Profit for the year</b>	<b>-13</b>	<b>-1</b>	<b>44</b>	<b>29</b>
<b>Other comprehensive income</b>				
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>				
Exchange differences on translation of foreign operations	-2		-1	-3
<b>Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods</b>	<b>-2</b>	<b>0</b>	<b>-1</b>	<b>-3</b>
<b>Total comprehensive income for the year, net</b>	<b>-15</b>	<b>-1</b>	<b>43</b>	<b>26</b>
<i>Total comprehensive income attributable to:</i>				
Equity holders of the parent	-15	-1	43	26

## Condensed consolidated balance sheet as of Sep 30, 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
<b>Assets</b>				
Goodwill and intangible assets	1052		-1	1 051
Property, plant and equipment	19			19
Right-of-use assets	-	118		118
Non-current financial assets	6	0		6
<b>Total non-current assets</b>	<b>1076</b>	<b>119</b>	<b>-1</b>	<b>1194</b>
Inventories	2			2
Trade receivables	124			124
Contract assets	58			58
Other current financial assets	68	-10	58	116
Cash and short-term deposits	581			581
<b>Total current assets</b>	<b>831</b>	<b>-10</b>	<b>58</b>	<b>880</b>
<b>Total Assets</b>	<b>1910</b>	<b>109</b>	<b>57</b>	<b>2074</b>
<b>Equity and liabilities</b>				
Total equity	792	-1	37	827
Provisions	16		19	35
Other non-current financial liabilities	507			507
Non-current lease liabilities	-	61		61
Interest-bearing loans and borrowings	404			404
	-	48		48
Accounts payable	36			36
Other liabilities	155			155
<b>Total Equity and liabilities</b>	<b>1910</b>	<b>108</b>	<b>56</b>	<b>2074</b>



## Condensed consolidated cash flow statement for the period Jan – Sep 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
Operating profit	12	3	42	57
Adjustments for non-cash items	80	31	-61	50
Interest received	0			0
Interest paid	-17	-5		-22
Income tax paid	-25			-25
<b>Cash flow from operating activities before changes in working capital</b>	<b>51</b>	<b>28</b>	<b>-19</b>	<b>60</b>
Increase/decrease in inventories	0			0
Increase/decrease in operating receivables	19			19
Increase/decrease in operating liabilities	-27			-27
<b>Cash flows from operating activities</b>	<b>44</b>	<b>28</b>	<b>-19</b>	<b>52</b>
Acquisition of tangible assets	-7			-7
Acquisition of a subsidiary, net of cash acquired	-301		27	-274
Change of financial assets	1			1
<b>Cash flows used in investing activities</b>	<b>-306</b>	<b>0</b>	<b>27</b>	<b>-280</b>
New share issue	5			5
Proceeds from loans	745			745
Repayment of loans	-30	-34		-64
<b>Cash flows (used in)/from financing activities</b>	<b>720</b>	<b>-34</b>	<b>0</b>	<b>686</b>
<b>Cash flow for the period</b>	<b>458</b>			<b>458</b>
Opening balance cash and cash equivalents	124			124
Net foreign exchange difference	-1			-1
<b>Cash and cash equivalents at period end</b>	<b>581</b>			<b>581</b>

## Condensed consolidated income statement for the period January – December 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
Net sales	891			891
Other operating income	3	0		3
<b>Revenue</b>	<b>895</b>	<b>0</b>	<b>0</b>	<b>895</b>
Raw materials and consumables used	-10			-10
Other external costs	-292	47		-245
Employee benefits expense	-453			-453
Depreciation and amortisation	-112	-43	96	-59
Other operating expenses	0			0
Acquisition-related expenses	-		-35	-35
<b>Operating profit</b>	<b>29</b>	<b>4</b>	<b>61</b>	<b>93</b>
Finance income	5			5
Finance costs	-31	-6		-37
<b>Total income from financial items</b>	<b>-26</b>	<b>-6</b>	<b>0</b>	<b>-32</b>
<b>Profit before tax</b>	<b>3</b>	<b>-2</b>	<b>61</b>	<b>61</b>
Income tax expense	-28	0	2	-25
<b>Profit for the year</b>	<b>-25</b>	<b>-2</b>	<b>63</b>	<b>35</b>
<i>Profit for the period attributable to:</i>				
Equity holders of the parent company	-25			35

## Condensed consolidated statement of comprehensive income

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
<b>Profit for the year</b>	<b>-25</b>	<b>-2</b>	<b>63</b>	<b>35</b>
<b>Other comprehensive income</b>				
<i>Other comprehensive income that may be reclassified to profit or loss in subsequent periods:</i>				
Exchange differences on translation of foreign operations	-2	0	0	-2
<b>Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods</b>	<b>-2</b>	<b>0</b>	<b>0</b>	<b>-2</b>
<b>Total comprehensive income for the year, net of tax</b>	<b>-27</b>	<b>-2</b>	<b>63</b>	<b>33</b>
<i>Total comprehensive income attributable to:</i>				
Equity holders of the parent company	-27	-2	63	33

## Condensed consolidated balance sheet as of December 31, 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
<b>Assets</b>				
Goodwill and intangible assets	1089		22	1111
Property, plant and equipment	21			21
Right-of-use assets	-	116		116
Non-current financial assets	3	0		3
<b>Total non-current assets</b>	<b>1113</b>	<b>116</b>	<b>22</b>	<b>1251</b>
Inventories	2			2
Trade receivables	162			162
Contract assets	23			23
Other current financial assets	63	-10	65	118
Cash and short-term deposits	204			204
<b>Total current assets</b>	<b>454</b>	<b>-10</b>	<b>65</b>	<b>509</b>
<b>Total Assets</b>	<b>1567</b>	<b>106</b>	<b>87</b>	<b>1760</b>
<b>Equity and liabilities</b>				
Total equity	798	-2	63	859
Provisions	17		25	42
Other non-current financial liabilities	530			530
Non-current lease liabilities	-	58		58
Interest-bearing loans and borrowings	0			0
Current lease liabilities	-	50		50
Accounts payable	42			42
Other liabilities	180			180
<b>Total Equity and liabilities</b>	<b>1567</b>	<b>106</b>	<b>87</b>	<b>1760</b>

## Condensed consolidated cash flow statement for the period January – December 2024

SEKm	According to previous principles	A. Lease agreements	B. Business combination	According to IFRS
Operating profit	29	4	61	93
Adjustments for non-cash items	109	43	-83	69
Interest received	2			2
Interest paid	-31	-6		-37
Income tax paid	-22			-22
<b>Cash flow from operating activities before changes in working capital</b>	<b>86</b>	<b>41</b>	<b>-23</b>	<b>105</b>
Increase/decrease in inventories	0			0
Increase/decrease in operating receivables	13			13
Increase/decrease in operating liabilities	0			0
<b>Cash flows from operating activities</b>	<b>99</b>	<b>41</b>	<b>-23</b>	<b>118</b>
Acquisition of intangible assets	-1			-1
Acquisition of tangible assets	-10			-10
Acquisition of a subsidiary, net of cash acquired	-337		21	-316
Changes in other non-current assets	3			3
<b>Cash flows used in investing activities</b>	<b>-345</b>	<b>0</b>	<b>21</b>	<b>-324</b>
New share issue	13			13
Proceeds from loans	784			784
Repayment of loans	-470	-40		-511
<b>Cash flows (used in)/from financing activities</b>	<b>326</b>	<b>-40</b>	<b>0</b>	<b>286</b>
<b>Cashflow for the year</b>	<b>81</b>			<b>81</b>
Opening balance cash and cash equivalents	124			124
Net foreign exchange difference	-1			-1
<b>Cash and cash equivalents at the end of the period</b>	<b>204</b>			<b>204</b>

## NOTES TRANSITION TO IFRS

### A. Leasing

According to previously applied accounting principles, the group classified lease agreements as either operational or financial leases. Under IFRS 16, the group's lease agreements (except for short-term leases and leases where the underlying assets are of low value) will be reported in the statement of financial position. The commitment to pay lease fees is discounted and reported as lease liabilities, divided into short-term and long-term portions, in the statement of financial position. Right-of-use assets for the leases are included on a separate line. Prepaid or accrued lease fees that were previously included in the statement of financial position are eliminated as they are included in the initial valuation of lease liabilities. A deferred tax asset is recognized related to the temporary difference that arises. The deferred tax asset is reported in the financial assets item. In the income statement, the operational lease cost that was reported under other external costs is eliminated. Costs are added related to depreciation of right-of-use assets and interest costs on the lease liability.

Finally, the reclassification also affects the presentation of the group's cash flows. Under previous accounting principles, the cash flow related to operational leases was reported as part of operating activities. Under IFRS 16, the payments are divided between a part amortization of the lease liability (financing activities) and a part payment of interest (operating activities).

### B. Business acquisitions

In connection with the transition to IFRS, previously prepared acquisition analyses for acquisitions made after January 1, 2024, have been recalculated in accordance with the requirements of IFRS, which has resulted in certain compensation that was previously classified as part of the purchase price being reclassified. The items that have been reclassified are:

- Share-based compensation
- Transaction costs
- Allocation of intangible assets

The effect of these adjustments is reported against the goodwill calculated according to previous accounting principles, which consequently decreases in value.

Excess values on previously identified intangible assets have been revalued in connection with the review of the acquisition analyses, which has resulted in the book values of the assets being adjusted, which affects depreciation costs. The deferred tax liability related to the assets has been affected by the revaluation. The deferred tax liability is included in the balance sheet item provisions. The effect of these adjustments is reported against the goodwill calculated according to previous accounting principles, which consequently decreases in value.

According to previous accounting principles, goodwill was amortized over the estimated useful life. According to IFRS, goodwill is not amortized, but instead, annual impairment tests are carried out. In connection with the transition to IFRS, amortization of goodwill made during the financial year 2024-01-01 - 2024-12-31 has been reversed. The corresponding increase in goodwill is reported in the statement of financial position.

In accordance with previously applied accounting principles, transaction costs for acquisitions have been recognized as part of the acquisition value. According to IFRS, transaction costs shall be expensed in the period they arise, which means that other operating expenses increase in the income statement. A corresponding decrease in the goodwill value is reported in the statement of financial position.

In all completed business acquisitions, a portion of the purchase price consists of newly issued shares in Qflow Group AB. The newly issued shares in Qflow Group AB are subject to vesting conditions according to a shareholder agreement, which means that if the selling party's employment is terminated prematurely, such as by their own resignation, Qflow Group AB has an option, but not an obligation, to repurchase the unvested shares at a price below market value. From an accounting perspective, this portion of the purchase price has been recognized as a separate transaction distinct from the business acquisition and is therefore not included as part of the business acquisition. The transaction is reported over the vesting period, which is seven years, as an acquisition-related expense in the income statement with a corresponding prepaid item on the balance sheet.

## C. Translation difference

In accordance with previously applied accounting principles, translation differences arising from the translation of foreign subsidiaries are recognized directly against equity. In accordance with IFRS, the translation difference is recognized in other comprehensive income. The calculated translation differences are thus presented on a separate line in other comprehensive income.

## Additional items and reclassifications

According to previous accounting principles, the group's income statement and statement of financial position is presented in a different format. Certain assets, liabilities, income, and expenses recognized according to previous accounting principles have been reclassified to align with the presentation format under IFRS. These reclassifications do not affect the profit for the year or equity.

## Note 9 Group accounting principles

### Basis for the Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with IFRS. Furthermore, the group applies the Swedish Annual Accounts Act (1995:1554) and RFR 1 "Supplementary accounting rules for groups" issued by the Swedish Financial Reporting Board. The consolidated financial statements have been prepared on a going concern basis. Assets and liabilities are measured at historical cost, except for certain financial instruments which are measured at fair value. The preparation of reports in accordance with IFRS requires that management makes several estimates for accounting purposes. The areas that involve a high degree of judgment, are complex, or where assumptions and estimates are of material significance to the consolidated financial statements, are stated in Note 3 Significant estimates and judgments. These judgments and assumptions are based on historical experience and other factors that are deemed reasonable under the prevailing circumstances. Actual outcomes may differ from the judgments made if the judgments change or if other conditions exist. The parent company applies the same accounting policies as the group, except in cases stated under Note 11 Parent Company Accounting Policies. The parent company applies the Swedish Annual Accounts Act (1995:1554) and RFR 2 Accounting for Legal Entities. The accounting policies stated below have, unless otherwise noted, been applied consistently to all periods presented in the group's financial statements. This is Qflow Group AB's first interim report prepared in accordance with IAS 34. Qflow Group AB has applied for IFRS 1 First-time Adoption of International Financial Reporting Standards in the preparation of this interim report. The transition to IFRS is described in more detail in Note 8 Transition to IFRS.

### Consolidation

Subsidiaries are all entities over which Qflow Group AB has a controlling interest. Subsidiaries are accounted for using the acquisition method. The consideration transferred includes only amounts paid to obtain control over the acquired entity. This means that amounts that settle existing relationships between the parties or relate to separate agreements, such as transactions that compensate employees or former owners of the acquired entity for future services, are accounted for separately from the business acquisition. In all completed business acquisitions, a portion of the purchase price consists of newly issued shares in Qflow Group AB. The newly issued shares in Qflow Group AB are subject to vesting conditions according to a shareholder agreement, which means that if the selling party's employment is terminated prematurely, such as by their own resignation, Quadratus Intressenter AB has an option, but not an obligation, to repurchase the unvested shares at a price below market value. From an accounting perspective, this portion of the purchase price has been treated as a separate transaction from the business acquisition and is therefore not part of the purchase price. This portion is considered compensation for future services and is amortized over the seven-year vesting period as an acquisition-related expense in the income statement. Transaction costs related to the issuance of equity instruments or debt instruments that arise are recognized directly in the group's income statement.

Contingent consideration is classified as a financial liability. Contingent considerations are recognized at fair value at the time of acquisition. Contingent considerations are revalued for each reporting period, and the change is recognized in the group's income statement under the item "acquisition-related items."



## Currency

### *Functional Currency and Reporting Currency*

Items included in the financial statements of each entity in the group are measured in the respective entity's functional currency, which for the group is the respective local currency in the country where each entity has its principal operations. The functional currency of the parent company is the Swedish krona, which is also the reporting currency for the parent company and the group. All amounts are stated in millions of Swedish kronor ("SEKm") unless otherwise specified. Rounding differences may occur.

### *Foreign Currency Transactions*

Exchange rate differences arising from the translations are recognized in the group's income statement. Exchange gains and losses on operating receivables and operating liabilities are recognized in operating profit, while exchange gains and losses on financial receivables and liabilities are recognized as financial items.

### *Translation of Foreign Subsidiaries*

Assets and liabilities of foreign operations are translated from the foreign operation's functional currency to the group's reporting currency, the Swedish krona, at the exchange rate prevailing on the balance sheet date. Income and expenses of a foreign operation are translated to Swedish kronor at an average rate that approximates the exchange rates that existed at the respective transaction dates. Translation differences arising from the currency translation of foreign operations are recognized in other comprehensive income and accumulated in the translation reserve within equity.

### *Revenue from Contracts with Customers*

Qflow Group offers consulting services in infrastructure, construction, energy, environment, as well as testing and inspections. Revenue is recognized based on the contract with the customer and is measured based on the consideration the company expects to be entitled to in exchange for transferring the promised services. Consulting services are primarily provided on a time-and-materials basis, but there are also several fixed-price contracts. Revenue is recognized over time as the work is performed.

Revenue from time-and-materials contracts is generally based on a price per hour, and revenue is recognized in the period the service is delivered. For revenue from fixed-price services, revenue is recognized in proportion to the completion rate of the respective project at the balance sheet date. The percentage of completion is calculated based on incurred costs in relation to the total cost of the project. If the total costs for a project are estimated to exceed the total revenue, the expected loss is immediately recognized in full.

### *Principal vs. Agent Considerations*

In some sales of Qflow Group's services, a third party is involved in providing the service. When another party is involved in providing a service, Qflow Group evaluates which party is the group's customer. This depends on whether the third party is the principal or the agent in providing the service to the end consumer, which determines whether revenue from the sale should be reported gross or net (adjusted for fees received by the third party). Key factors that the group evaluates when determining which party is the group's customer include but are not limited to:

1. Which party has the primary responsibility for fulfilling the promise to deliver the product or service.
2. Which party determines the price of the product or service.

### *Contract Assets and Contract Liabilities*

A contract asset arises if the amount of work performed exceeds the amount invoiced. A contract liability arises if the amount invoiced exceeds the amount of work performed.

## Employee Benefits

### *Defined Contribution Plans*

The group's obligations regarding contributions to defined contribution plans are recognized as an expense in the group's income statement as they are earned by employees performing services for the group during the period.

## Intangible Assets

An intangible asset is recognized if it is probable that the future economic benefits attributable to the asset will flow to the entity and the cost of the asset can be measured reliably.

### *Goodwill*

Goodwill is recognized at cost less any accumulated impairment losses. The factors that constitute recognized goodwill are primarily various forms of synergies, personnel, know-how, and customer relationships of strategic importance. Goodwill is considered to have an indefinite useful life and is therefore evaluated for impairment at least annually, or more frequently if events or changes in circumstances indicate a potential decrease in value.

### *Customer Relationships*

All customer relationships have been acquired through business acquisitions. Customer relationships acquired through business acquisitions are recognized at fair value on the acquisition date. Customer relationships have a finite useful life and are recognized at cost less accumulated amortization and impairment losses. The estimated useful life for customer relationships is 5 years.

### *Trademarks*

Trademarks consist of acquired company trademarks that are retained and used for an indefinite period, which is a key part of Qflow Group's strategy. Trademarks are recognized at fair value on the acquisition date. Trademarks are considered to have an indefinite useful life and are evaluated for impairment annually.

### *Other Intangible Assets*

The group has software and capitalized expenses for programs recognized as intangible assets. Software licenses are capitalized based on the costs incurred when the relevant software was acquired and put into use. Expenses for the development and maintenance of software are expensed as they arise. Expenses associated with unique software products controlled by the group that are likely to provide economic benefits for more than one year and exceed the costs are recognized as intangible assets. The costs include employee costs incurred through the development of the software products. Development costs for software are amortized linearly over their estimated useful life of 5 years.

## Property, Plant and Equipment

Property, plant and equipment are recognized in the group at cost less accumulated depreciation and any accumulated impairment losses. Gain or loss arising from the disposal or derecognition of an asset is the difference between the sales price and the asset's carrying amount, after deducting direct selling costs. Gains and losses are recognized as other operating income/expense.

Depreciation of property, plant and equipment is on a straight-line basis over the estimated useful life of the asset or component.

The applied useful lives are:

- Fixtures and vehicles 3-10 years

Applied depreciation methods, residual values, and useful lives are reviewed at the end of each financial year.

## Lease Agreements

At the inception of a contract, the group determines whether the contract is, or contains, a lease based on the substance of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period in exchange for consideration.

The group recognizes right-of-use assets in the statement of financial position at the commencement date of the lease (i.e., the date on which the underlying asset is available for use). Right-of-use assets are measured at cost less accumulated depreciation and any impairment losses and adjusted for any remeasurement of the lease liability. The cost of right-of-use assets includes the initial value recognized for the corresponding lease liability, initial direct costs, and any prepayments made at or before the commencement date of the lease, less any lease incentives received.

At the commencement date of a lease, the group recognizes a lease liability equal to the present value of the lease payments to be made over the lease term. The lease term is determined as the non-cancellable period together with periods covered by an option to extend or terminate the lease if the group is reasonably certain to exercise those options.

Qflow Group applies the practical expedients for short-term leases and leases for which the underlying asset is of low value. A short-term lease is defined as a lease with an initial lease term of a maximum of 12 months after considering any options to extend the lease. Leases for which the underlying asset is of low value in the group consist of office equipment. Lease payments for short-term leases and leases for which the underlying asset is of low value are expensed on a straight-line basis over the lease term.

#### Financial Liabilities

The group's financial liabilities mainly consist of bond debt and contingent consideration. The bond debt is measured at amortized cost. The group's contingent consideration has been agreed upon with settlement through cash settlement or newly issued shares in Qflow Group AB and is measured at fair value.

#### *Impairment of Expected Credit Losses*

The simplified approach is applied to trade receivables and contract assets. Under the simplified approach, a loss allowance is recognized for the expected remaining life of the receivable or asset.

#### Cash and Cash Equivalents

Cash and cash equivalents consist of bank balances.

#### Equity

The company has ordinary shares and preference shares. Share capital is recognized at the par value of the ordinary shares and the excess amount is recognized as other contributed capital. Transaction costs directly attributable to the issuance of new shares are recognized, net of tax, in equity as a deduction from the proceeds of the issuance.

#### *Partner Program*

Qflow Group AB has a partner program aimed at employees within the Qflow group. Employees are offered to purchase ordinary shares and preference shares in Qflow Group AB through directed new issues. The shares are measured at fair value, and the consideration is paid in cash. The transaction is recognized within equity.

#### Provisions

A provision is recognized in the statement of financial position when the company has a present legal or constructive obligation because of a past event, it is probable that an outflow of economic resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are made for the amount that is the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Provisions are reviewed at each reporting date.

## **Note 10 Parent Company's Transition to RFR 2**

The parent company previously applied the Annual Accounts Act and the Swedish Accounting Standards Board's general advice BFNAR 2012:1 (K3) when preparing its financial statements. As of this financial report, and because of the group's transition to IFRS, the parent company applies to the Annual Accounts Act and RFR 2 Accounting for Legal Entities. The date for the parent company's transition to RFR 2 is January 1, 2024.

The accounting policies included in Note 11 Parent Company Accounting Policies have been applied in preparing the interim report as of September 30, 2025, and for the historical periods presented for comparative purposes.

The effect of the transition to RFR 2 is recognized directly against opening equity. Previously published financial information for the periods prepared in accordance with the Annual Accounts Act and BFNAR 2012:1 (K3) has been restated to RFR 2. The transition to IFRS has not had any effect on the parent company.

The effect related to the acquisition of subsidiaries in the group does not affect the parent company, as it is not the parent company that carries out the acquisition.

## **Note 11 Parent Company Accounting Principles**

The parent company prepares its financial statements in accordance with the Swedish Annual Accounts Act and with the application of Recommendation RFR 2 "Accounting for Legal Entities" from FAR. The parent company applies the same accounting policies as the group, except in cases stated in RFR 2. This means that IFRS is applied with the exceptions listed below. Unless otherwise stated, the accounting policies for the parent company below have been applied consistently in all periods included in the parent company's financial statements.

### **Lease Agreements**

Recommendations regarding the accounting for lease agreements in accordance with IFRS 16 are not applied by the parent company. This means that lease payments are expensed linearly over the lease period, and right-of-use assets and lease liabilities are not included in the parent company's balance sheet. However, the identification of lease agreements is in accordance with IFRS 16, i.e., a contract that includes a lease gives us the right to use the identified asset for a certain period in exchange for consideration.

### **Income from Investments in Subsidiaries**

Dividends are recognized when the right to receive payment is considered certain. Income from the disposal of subsidiaries is recognized when control of the subsidiary has been transferred to the buyer.

### **Taxes**

In the parent company, deferred tax liabilities, which are attributable to untaxed reserves, are recognized gross in the balance sheet. Provisions are recognized as gross in the income statement.

### **Holdings in Subsidiaries**

Shareholdings in subsidiaries are recognized in the parent company in accordance with the cost method. This means that transaction costs are included in the recognized value of the investment. In cases where the recognized value exceeds the consolidated value of the subsidiaries, an impairment is recognized in the income statement. An impairment test is performed at the end of each reporting period. If a previous impairment is no longer justified, the value is reversed.

Assumptions are made regarding future conditions to calculate future cash flows that determine the recoverable amount. The recoverable amount is compared with the recognized value for these assets and forms the basis for impairments or reversals. The assumptions that most affect the recoverable amount are future earnings development, the discount rate, and the useful life. If future external factors and conditions change, the assumptions may be affected so that the recognized value of the parent company's assets changes.

### **Group-and Shareholder Contributions**

The parent company recognizes both received and paid group contributions as appropriation of profits in accordance with the alternative method in RFR 2. Shareholder contributions paid by the parent company are recognized as an increase in shares and participation in the parent company. Received shareholder contributions are recognized as an increase in unrestricted equity.

### **Financial Instruments**

The parent company uses the exemption not to apply IFRS 9 Financial Instruments in the legal entity. Instead, the parent company uses the cost method in accordance with the Annual Accounts Act. Accordingly, long-term financial assets in the parent company are measured at the lower cost and net selling value. However, the parent company uses the expected credit loss (ECL) model in accordance with IFRS 9 for financial assets that are debt instruments. Contingent consideration is measured at the amount the parent company considers necessary if payment is to be made at the end of the reporting period.

The parent company uses the exemption not to measure contracts regarding financial guarantees for subsidiaries, associates, and joint ventures in accordance with IFRS 9. Instead, the parent company applies the measurement rules in IAS 37 "Provisions, Contingent Liabilities and Contingent Assets."

## Alternative Performance Measures Table

Alternative performance measures refer to a financial measure of historical or future performance, financial position, or cash flow that is not defined or specified in IFRS. To support the analysis of the group's development by the management and other stakeholders, Qflow Group reports certain key figures that are not defined in IFRS. These supplementary data provide additional information to IFRS and do not replace the key figures defined by IFRS. Qflow's definitions may differ from those of other companies. Definitions and calculations of key figures that cannot be reconciled with items in the income statement and balance sheet are found below.

SEKm	Q3 2025	Q2 2025	Q1 2025	Q4 2024	Q3 2024	Q2 2024	Q1 2024
Net sales	383	390	298	297	205	211	178
EBITA	23	26	35	40	17	20	27
EBITA margin %	6%	7%	12%	13%	8%	9%	15%
EBITA adjusted	48	50	49	51	30	32	31
EBITA adjusted margin %	13%	13%	16%	17%	15%	15%	17%
Acquisition-related expenses	23	21	13	8	12	11	4
Proforma EBITDA adjusted	49	54	64	68	52	62	57
<b>KPIs</b>							
Equity/assets ration, %	39%	37%	48%	49%	41%	54%	57%
Number of shares	764 661	737 341	707 998	689 351	678 578	658 112	633 549
Billing rate	80%	80%	80%	83%	82%	84%	80%
Average number of employees	997	766	614	560	511	458	382

## Alternative Performance Measures (APMs)

### EBITA och EBITDA

Aims to assess the group's activities excluding depreciation

SEKm	Jul - Sep 2025	Jul - Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
<b>Operating profit (EBIT)</b>	14	14	63	57	93
Amortisation and impairment of intangible assets	9	3	21	7	10
<b>EBITA</b>	<b>23</b>	<b>17</b>	<b>84</b>	<b>64</b>	<b>104</b>
Depreciation and impairment of property, plant and equipment	18	13	48	34	48
<b>EBITDA</b>	<b>41</b>	<b>30</b>	<b>132</b>	<b>98</b>	<b>152</b>

### Adjusted EBITA and EBITDA

Aims to assess the group's operational activities.

SEKm	Jul - Sep 2025	Jul - Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
<b>EBITA</b>	<b>23</b>	<b>17</b>	<b>84</b>	<b>64</b>	<b>104</b>
Acquisition-related items	23	12	58	27	35
Non-recurring items eller Items of a one-off nature	1	0	4	2	5
<b>Adjusted EBITA</b>	<b>48</b>	<b>29</b>	<b>146</b>	<b>93</b>	<b>144</b>
Depreciation and impairment of property, plant and equipment	18	13	48	34	48
<b>EBITDA</b>	<b>66</b>	<b>42</b>	<b>194</b>	<b>128</b>	<b>192</b>

### Acquisition-related expenses

SEKm	Jul - Sep 2025	Jul - Sep 2024	Jan - Sep 2025	Jan - Sep 2024	Jan - Dec 2024
Transaction costs for acquisitions	10	8	28	19	22
Share-based compensation	13	4	30	8	14
<b>Acquisition-related expenses</b>	<b>23</b>	<b>12</b>	<b>58</b>	<b>27</b>	<b>35</b>

### Equity ratio

The purpose is to show what proportion of the assets are financed with equity.

SEKm	30 Sep 2025	30 Sep 2024	31 Dec 2024
Equity	1 014	827	858
Total assets	2 595	2 074	1 759
<b>Equity ratio %</b>	<b>39%</b>	<b>40%</b>	<b>49%</b>

**Billing rate**

Aims to show what percentage of available hours are billed to the customer. Calculated by putting the total number of billed hours in relation to the total number of worked hours.

**Organic sales growth**

The purpose is to analyse underlying net revenue growth. Shows the increase in net revenue excluding currency effects and the elimination of intra-group transactions compared to the same period in the previous year. Acquired companies are included in organic growth when they have been part of the group for the entire comparative period.

**Proforma EBITDA adjusted**

The purpose is to show the development of result as if all companies had been part of the group since its formation. Proforma EBITA is adjusted for IFRS 16, acquisition related expenses and one-off items.

## Assurance

The CEO gives assurance that the interim report provides a true and fair overview of the Group's and Parent Company's operations, financial position and earnings.

Malmö, 2025-11-05

	Svante Hagman CEO	
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This report has not been subject to review by the company's auditors.

### Contact information

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