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Fasadgruppen announces fully secured rights issue of SEK 504 million

The board of directors of Fasadgruppen Group AB (publ) (“Fasadgruppen” or the “Company”) has resolved on a new issue of shares with preferential rights for existing shareholders of approximately SEK 504 million (the “Rights Issue”), subject to approval by an extraordinary general meeting to be held on 6 March 2026 (the “EGM”). The Rights Issue comprises 33,573,670 new shares and the subscription price amounts to SEK 15 per share. The Rights Issue is fully secured by subscription and guarantee undertakings and declarations of intent from several of Fasadgruppen’s largest shareholders, board members, senior executives and other key employees as well as certain external investors.

“Following a 2025 where we focused on streamlining our operating model and strengthening efficiency, we now see clear effects in our cash flow generation and organic growth. Fasadgruppen is today a more resilient and agile company. With the strengthened balance sheet which the Rights Issue contributes to, we can shift focus from consolidation, such as the Rights Issue, to profitable growth, both organically and through selective acquisitions. We see attractive opportunities to accelerate both organically and through selective acquisitions in markets driven by an underlying renovation backlog and new energy requirements. The fact that several of our largest shareholders and key employees of the group fully support the Rights Issue through subscription and guarantee undertakings without receiving any compensation is a powerful signal of our shared belief in Fasadgruppen’s ability to create shareholder value going forward”,
comments Martin Jacobsson, CEO.

Summary of the Rights Issue

- The subscription price amounts to SEK 15 per share.
- The Rights Issue comprises 33,573,670 new shares, corresponding to gross proceeds of approximately SEK 504 million before deduction of transaction costs which are estimated to around SEK 19 million.

- Shareholders of the Company will receive one (1) subscription right for each existing share held on the record date 12 March 2026. Eight (8) subscription rights will entitle to subscription for five (5) new shares in the Company.
- The Rights Issue is fully secured by subscription and guarantee undertakings and declarations of intent from several of Fasadgruppen's largest shareholders, board members, senior executives and other key employees as well as certain external investors (see "*Subscription undertakings, guarantee undertakings and declarations of intents*" below). Fasadgruppen will not pay any compensation to any investor who has undertaken to subscribe for shares in the Rights Issue.
- The strengthened financial position which the Rights Issue contributes to provides Fasadgruppen with the opportunity to, in the near term, accelerate organic growth initiatives in its core markets and selectively prioritise attractive acquisition opportunities in accordance with Fasadgruppen's acquisition model.
- Completion of the Rights Issue is subject to approval by the EGM to be held on 6 March 2026. Shareholders that in aggregate represent 34.4 per cent of all shares and votes in the Company have undertaken to vote in favour of the Rights Issue at the EGM.
- A prospectus regarding the Rights Issue will be published on or around 11 March 2026.
- The subscription period in the Rights Issue will start on 16 March 2026 and end on 30 March 2026.

Background and reasons

During the second half of 2025, the Company's financial performance improved. The organic growth was positive in both the third quarter (2.2 per cent) and the fourth quarter (5.1 per cent) while adjusted EBITA amounted to SEK 136.4 million (92.8) and SEK 102.2 million (88.0), respectively. The operating cash flow increased to SEK 148.3 million (126.3) in the third quarter, and the operating cash flow of SEK 240.5 million (184.6) in the fourth quarter is the highest operating cash flow the Company has ever achieved during a quarter.

The development was largely driven by the Company's improved operating model, more flexible governance and sharper focus on operational efficiency that Fasadgruppen initiated during the first half of 2025. The development demonstrates that the initiatives have had positive effects and underscores the business's resilience and ability to generate strong cash flows.

Fasadgruppen operates in markets with long-term, structurally growing demand. Regulatory initiatives, such as the EU's Energy Performance of Buildings Directive (EPBD), are accelerating renovations and energy efficiency

investments across Europe. In Sweden, the renovation market is expected to grow by approximately 3 per cent in real terms during 2026, as property owners increasingly initiate upgrade and refurbishment projects.¹

Fasadgruppen also sees early signs of recovery in the United Kingdom. In December 2025, Fasadgruppen announced that, through its largest subsidiary Clear Line, it had received approvals from the UK Building Safety Regulator (BSR) to commence work on four previously contracted projects with a combined order value of GBP 32.5 million, equivalent to approximately SEK 400 million. The Company expects that the majority of work on these projects will be carried out during 2026, which increases visibility regarding revenues during the year. In addition, the UK Parliament has recently highlighted the need for faster and more efficient BSR processes, which supports the expectation of further improved market conditions in the United Kingdom going forward.²

With a sharper operating model and strengthened cash flow generation, Fasadgruppen is now ready to leverage its operational capacity and scale up activity as demand for Fasadgruppen's services continues to increase. The market is changing and Fasadgruppen looks forward with confidence to the regulatory developments that open an attractive window for further growth.

Use of proceeds

The Company is carrying out the Rights Issue in order to strategically position Fasadgruppen for its next growth phase.

The leverage ratio, defined as “net debt/adjusted EBITDA”, will decrease to just under 2.5x (as of 31 December 2025, based on the year-end report for 2025 that Fasadgruppen publishes today) at a fully subscribed Rights Issue. By reducing the leverage in line with the Company’s long-term leverage target, Fasadgruppen gains greater flexibility and significantly lower interest costs under its credit facilities.

The strengthened financial position to which the Rights Issue contributes thus provides Fasadgruppen with the opportunity to, in the near term, accelerate organic growth initiatives in its core markets and selectively prioritise attractive acquisition opportunities in accordance with Fasadgruppen’s acquisition model.

In connection with the Rights Issue, Fasadgruppen has entered into an amended facilities agreement with its lending banks, see “*Amendments to the facilities agreement*” below.

¹ Euroconstruct. 2025. 99th Euroconstruct Country Report, Summer 2025.

² House of Lords. 2025. *The Building Safety Regulator: Building a better regulator*. HL Paper 225. UK Parliament.

The terms for the Rights Issue

The Rights Issue comprises 33,573,670 new shares in the Company.

The subscription price in the Rights Issue amounts to SEK 15 per share. The subscription price corresponds to a discount of 31.8 per cent to the theoretical share price post separation of the subscription rights (so-called TERP – theoretical ex-rights price) based on the closing price of the Company's share on Nasdaq Stockholm on 2 February 2026 (SEK 26.35).

Those who are registered as shareholders in the share register maintained by Euroclear Sweden AB on the record date of 12 March 2026 have preferential rights to subscribe for shares in the Rights Issue. Shareholders will receive one (1) subscription right for each existing share held on 12 March 2026. Eight (8) subscription rights will entitle to subscription for five (5) new shares in the Company. Only entire new shares can be subscribed for (no fractions).

The subscription period will start on 16 March 2026 and end on 30 March 2026. Subscription for new shares with subscription rights shall be made by payment in cash. Application for subscription for new shares can also be made without subscription rights on a relevant application form.

Should all new shares not be subscribed for with subscription rights, the board of directors shall resolve on the allotment of the remaining shares to those who subscribed for shares without subscription rights in accordance with the following principles:

- Firstly, the new shares shall be allotted to those who also subscribed for new shares with subscription rights, regardless if they were shareholders on the record date on 12 March 2026 or not, in proportion to the number of subscription rights each such person exercised for subscription for shares, and where this is not possible, by drawing of lots.
- Secondly, the new shares shall be allotted to others who applied for subscription without subscription rights and, in case of oversubscription, in proportion to the number of shares that each such person has applied to subscribe for, and where this is not possible, by drawing of lots.
- Lastly, such shares shall be allotted to those who have subscribed for shares pursuant to guarantee undertakings towards the Company, in accordance with the terms of the undertakings.

Payment for shares subscribed for without subscription rights shall be made through payment in cash no later than the third business day following notification of allotment of shares.

The Company holds 114,234 own shares in treasury, which will not entitle to subscription of new shares in the Rights Issue.

Subscription undertakings, guarantee undertakings and declarations of intent

Connecting Capital, AMK Family Office (which is controlled by the Company's founder and chairman, Mikael Karlsson) and Hauser Brothers, who in aggregate control 22.4 per cent of all shares in Fasadgruppen, have undertaken to subscribe for new shares corresponding to their respective pro rata shares of the Rights Issue as well as entered into guarantee undertakings regarding the subscription for additional shares in the event that the Rights Issue is not fully subscribed. In aggregate, their undertakings comprise subscription for shares for SEK 321.9 million (SEK 200 million from Hauser Brothers, SEK 74.6 million from Connecting Capital and SEK 47.4 million from AMK Family Office). In addition, Sterner Stenhus Holding AB who controls 2.8 per cent and Amiral Gestion who controls 1.5 per cent of all shares in Fasadgruppen have undertaken to subscribe for new shares corresponding to their respective pro rata shares of in aggregate SEK 21.4 million of the Rights Issue.

A majority of the Company's board members and senior executives have declared that they intend to enter into undertakings to subscribe for shares comprising at least their respective pro rata shares of the Rights Issue when they are no longer in the so-called "closed period" ahead of the year-end report for 2025 which the Company publishes today. The CEO Martin Jacobsson's subscription and guarantee undertaking is expected to comprise subscription for shares for a total of SEK 19.3 million. In addition, certain key employees of the Company's operating subsidiaries have undertaken to subscribe for shares through subscription undertakings and/or guarantee undertakings for up to SEK 29.4 million. In aggregate, the undertakings to subscribe for shares from board members, senior executives and other key employees of Fasadgruppen will comprise subscription for shares for SEK 61.7 million (in addition to the undertaking of SEK 47.4 million from Mikael Karlsson, through AMK Family Office).

In addition, certain other investors who currently do not have any significant shareholding in Fasadgruppen have entered into subscription and/or guarantee undertakings regarding the subscription for shares for a total of SEK 98.6 million.

Accordingly, 34.4 per cent of the Rights Issue will be covered by subscription undertakings and the remaining 65.6 per cent of the Rights Issue will be covered by guarantee undertakings.

In addition, certain existing shareholders, who in aggregate control 7.6 per cent of all shares in the Company, have expressed that they intend to exercise their

preferential rights by subscribing for new shares corresponding to their respective pro rata shares of the Rights Issue. The declarations of intent comprise subscription for shares for SEK 38.2 million.

Fasadgruppen will not pay any compensation to any investor who has undertaken to subscribe for shares in the Rights Issue.

Extraordinary general meeting

Completion of the Rights Issue is subject to approval by the EGM that will be held on 6 March 2026. Fasadgruppen will publish the notice convening the EGM through a separate press release today.

Since the Rights Issue requires an amendment to the limits of the share capital and the number of shares in the Company's articles of association, the Rights Issue (including the amendment to the articles of association) requires approval by at least two-thirds of both the votes cast and the shares represented at the EGM.

Shareholders controlling in aggregate 34.4 per cent of all shares and votes in the Company have undertaken to vote in favour of the Rights Issue and the amendment to the articles of association at the EGM.

Dilution

Through a fully subscribed Rights Issue, the total number of shares in the Company increases from 53,832,113 to 87,405,783 shares and the share capital increases from SEK 2,691,605.65 to SEK 4,370,289.15. Consequently, shareholders that do not participate in the Rights Issue will be subject to dilution of 38.5 per cent of their shares and votes in the Company (calculated excluding the 114,234 own shares which the Company holds in treasury).

Shareholders in eligible jurisdictions will have the opportunity to financially compensate themselves for the dilution effect of the Rights Issue by selling their subscription rights. Trading in subscription rights on Nasdaq Stockholm will take place during the period 16 March–25 March 2026. Upon a sale of a subscription right, the preferential right transfers to the new holder of the subscription right.

The securities legislation in certain jurisdictions may affect the possibility for certain foreign shareholders and other investors to receive subscription rights and subscribe for shares in the Rights Issue. Subscription rights that otherwise would have been delivered to shareholders in certain so-called ineligible jurisdictions may therefore be sold and the proceeds will, following deduction of costs, in such case be paid to such shareholders in accordance with the instructions and procedures of the respective nominee. Such shareholders should consult with their nominees to ensure they do not forfeit the economic value of the subscription rights.

Amendments to the facilities agreement

Fasadgruppen has agreed on certain amendments to its existing loan facility agreement with Nordea Bank Abp, filial i Sverige (“**NordeaSEB**”) and Svensk Exportkredit. The amendments include primarily an increase of the financial leverage covenant such that the leverage ratio at the end of the first quarter of 2026 shall be less than 3.75x and at the end of the second, third and fourth quarters of 2026 shall be less than 3.50x. At the end of subsequent quarters, the leverage ratio shall be less than 3.00x.

The agreement stipulates a right for the lending banks to terminate the loan facility agreement and request immediate repayment if the net proceeds from the Rights Issue do not amount to at least SEK 325 million. As set out under “*Subscription undertakings, guarantee undertakings and declarations of intent*” above, Fasadgruppen has secured subscription undertakings and guarantee undertakings significantly exceeding this amount.

Lock-up undertakings

Fasadgruppen has, subject to customary exceptions, undertaken towards Nordea and SEB not to issue any additional shares during a period ending 180 days after Fasadgruppen’s announcement of the final subscription level in the Rights Issue.

All shareholding members of Fasadgruppen’s board of directors and senior management have, subject to customary exceptions, undertaken towards Nordea and SEB not to sell any shares in the Company during a period ending 90 days after Fasadgruppen’s announcement of the final subscription level in the Rights Issue.

Additional information on the Rights Issue

The complete terms and instructions for the Rights Issue, together with certain information about the Company and risks associated with an investment in the Company, will be presented in a prospectus that is expected to be published on or around 11 March 2026.

Preliminary timetable

6 March 2026	EGM for approval of the board of directors’ resolution on the Rights Issue
10 March 2026	Last day of trading in the share including right to receive subscription rights in the Rights Issue
11 March 2026	First day of trading in the share excluding right to receive subscription rights in the Rights Issue

11 March 2026	Publication of the prospectus
12 March 2026	Record date for participation in the Rights Issue. Those who are registered as shareholders in Fasadgruppen on this date will receive subscription rights in proportion to their shareholding as of this date
16 March– 30 March 2026	Subscription period
16 March– 25 March 2026	Trading in subscription rights on Nasdaq Stockholm
16 March– 13 April 2026	Trading in paid subscribed shares (Sw. <i>betald tecknad aktie, BTA</i>) on Nasdaq Stockholm
31 March 2026	Publication of preliminary subscription level in the Rights Issue
1 April 2026	Publication of final subscription level in the Rights Issue

Advisors

Fasadgruppen has appointed Nordea and SEB as Joint Global Coordinators and Joint Bookrunners in connection with the Rights Issue. Gernandt & Danielsson Advokatbyrå KB acts as legal advisers to Fasadgruppen in connection with the Rights Issue.

For more information, please contact:

Magnus Blomberg, Head of IR & Group Controller
 Mail: magnus.blomberg@fasadgruppen.se
 Tel. +46 (0) 72 584 43 65

About Fasadgruppen

Fasadgruppen Group AB (publ) acquires and develops entrepreneurial specialist companies that care for and create sustainable properties. The group's subsidiaries possess expertise in all aspects of exterior work on properties, such as façades, windows, balconies and roofs. Common to most services is that they contribute to greater energy efficiency and a better living environment. Fasadgruppen is listed on Nasdaq Stockholm (ticker: FG). For more information, visit www.fasadgruppen.se.

This information is information that Fasadgruppen is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact persons set out above, at 07.29 CET on 3 February 2026.

Important information

This press release and the information herein is not for release, distribution or publication, in whole or in part, directly or indirectly, in or into the United States, the United Kingdom, Canada, Australia, South Africa, Japan or any other state or jurisdiction in which such release, distribution or publication would be unlawful or require registration or any other measures in accordance with applicable law.

None of the securities referred to herein (collectively, the “**Securities**”) have been or will be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or the securities laws of any state or other jurisdiction in the United States, and may not be offered, pledged, sold, delivered or otherwise transferred, directly or indirectly, within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company does not intend to register any of the Securities in the United States or to conduct a public offering of the Securities in the United States.

In the United Kingdom, this announcement does not constitute an offer of the Securities to the public for the purposes of the Public Offers and Admissions to Trading Regulations 2024. In addition, the communication of this press release and any other related documents or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, the communication of such documents and/or materials as a financial promotion is only being made to, and may only be acted upon by, the following persons in the United Kingdom: (i) “investment professionals”, being persons who have professional experience in matters relating to investments, as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”), (ii) high net worth companies and other persons falling within Article 49(2) of the Order, (iii) existing members or creditors of the Company or other persons falling within Article 43 of the Order or (iv) any other persons to whom it may otherwise be lawfully made under the Order (all such persons referred to above together being referred to as “**Relevant Persons**”). Any investment activity to which this communication relates will only be available to and will only be engaged with, persons in the United Kingdom who are Relevant Persons. Any person who is not a Relevant Person should not act or rely on this press release or any of its contents.

The press release is for informational purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy or acquire, or subscribe for, any securities or any other financial instruments in the Company. Any offer in respect of the Securities will only be made through the prospectus that the Company expects to prepare and publish in accordance with Regulation (EU)

2017/1129 of the European Parliament and of the Council of 14 June 2017 (the **“Prospectus Regulation”**). The intention is that the prospectus will only be valid for offers of securities to the public in Sweden and Denmark. In the other EEA Member States (each such EEA Member State, a **“Relevant State”**), this press release and the information contained herein are intended only for and directed to qualified investors as defined in Article 2(e) of the Prospectus Regulation. The Company does not intend to offer the Securities to the public in any Relevant State, except in accordance with any exemptions in the Prospectus Regulation. Persons in a Relevant State who are not qualified investors should not take any action based on this press release nor rely on it.

The Company will not make any offer of the Securities to, and application forms will not be approved from, subscribers (including shareholders), or persons acting on behalf of subscribers, in any jurisdiction where applications for such subscription would contravene applicable laws or regulations, or would require additional prospectuses, filings, or other measures in addition to those required under Swedish law. Measures in violation of the restrictions may constitute a breach of relevant securities laws.

This press release contains forward-looking statements that reflect the Company’s current view of future events as well as financial and operational development. Words such as “intend”, “assess”, “expect”, “may”, “plan”, “estimate” and other expressions involving indications or predictions regarding future development or trends, not based on historical facts, identify forward-looking statements and reflect the Company’s beliefs and expectations and involve a number of risks, uncertainties and assumptions which could cause actual events and performance to differ materially from any expected future events or performance expressed or implied by the forward-looking statement. The information contained in this press release is subject to change without notice and, except as required by applicable law, the Company does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it and nor does it intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this press release.

Nordea Bank Abp, filial i Sverige and Skandinaviska Enskilda Banken AB are acting exclusively for the Company in connection with the Rights Issue and not for anyone else. Nordea Bank Abp, filial i Sverige and Skandinaviska Enskilda Banken AB are not responsible to anyone other than the Company for providing the protection afforded to their clients or for providing advice in connection with the Rights Issue or with respect to anything else referred to herein.