Astor

Press release from Scandinavian Astor Group AB (publ)
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Scandinavian Astor Group completes the acquisition of Carbonia Composites

Scandinavian Astor Group's ("Astor Group" or the "Company") subsidiary Marstrom Composite ("Marstrom") has today successfully completed the acquisition of Carbonia Composites AB ("Carbonia"). As part of the closing, the Board of Directors of Astor Group has allotted 442,442 shares in the resolved directed share issue announced on June 19, 2025 and approved the set-off of the promissory note the seller of Carbonia received as part of the purchase price.

On May 19, 2025, Astor Group announced that its subsidiary Marstrom had entered into an agreement to acquire all shares in the Malmö-based company Carbonia. The acquisition was conditional upon, among other things, the board of directors of Astor Group resolving on a share issue to the seller of Carbonia and approval from ISP, which was communicated on June 19, 2025. All conditions for the completion of the acquisition have now been met and Marstrom has today, June 27, 2025, the ownership of all shares in Carbonia Composites.

The business is planned to continue in Malmö and will continue to deliver to existing customers but also grow by delivering to previously known customers within Marstrom Composite. By integrating Carbonia as a separate subsidiary of Marstrom Composite, Astor Group sees a clear potential to build a market leading Nordic player in advanced composite manufacturing for both defense-related and civilian applications. Astor Group believes that there is significant unutilized production capacity in the business with clear opportunities to expand and increase production to meet both existing and new customer needs. Astor Group will include the accounting for Carbonia as part of Marstrom and consolidate the acquisition into the Group from the acquisition date, which will be reported in the interim report for the second quarter 2025.

Part of the purchase price for the acquisition of Carbonia was paid in the form of a promissory note of SEK 16.5 million. Astor Group assumed payment responsibility for the promissory note from Marstrom in connection with the acquisition. The Board of Directors of Astor Group has, as announced on June 19, 2025, resolved on a directed share issue (the "Share Issue") of a total of 442,442 shares to the seller of Carbonia. The shares in the Share Issue have today been subscribed for, allotted and paid for through set-off of the promissory note. The Share Issue was made at a subscription price of approximately SEK 37.29 per share, which corresponds to the volume weighted average price (VWAP) for Astor Group's shares during the period May 15-30, 2025. Through the Share Issue, the number of shares in Astor Group will increase from 61,000,290 to 61,442,732 and the share capital from approx. SEK16,084,877.69 to approx. SEK [16,201,543.12]. The Share Issue entails a dilution of approximately 0.72 percent of the number of shares and votes. The seller of Carbonia has entered into a lock-up for the shares received in connection with the Share Issue. According to the lock-up agreement, the seller shall retain 100% of the holding during the first six months. After six months, the seller may sell a maximum of 50 percent of the shares, while the remaining 50 percent may be sold only after one year.

As previously announced, Marstrom has also received a call option to acquire the shares in Carbonia Real Estate AB ("Carbonia RE") as part of the acquisition. The call option is valid for a period of eighteen months from today and the purchase price for the shares in Carbonia RE is based on a property value for Carbonia RE's property in Arlöv of approximately SEK 57 million.

Scandinavian Astor Group – Strength and security in all elements

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About Scandinavian Astor Group AB (publ)
Scandinavian Astor Group is a Swedish defense group shaping the future of security and protection. Through its three business areas - Astor Tech, Astor Industry and Astor Protect - the Group delivers advanced technology, high-quality components and critical security solutions to primarily the defense, industry and public safety sectors. Astor Group is listed on NGM Nordic SME (ticker: ASTOR) and Boerse Stuttgart. The Company is headquartered in Stockholm, Sweden. For more information about Astor Group's business, visit: www.astorgroup.se