



Financial Statements Bulletin

1 January - 31 December 2025

Fortaco Group Holdco Plc



FORTACO

Financial Statements Bulletin January–December 2025

Unaudited, IFRS

Base business profitability improved considerably

Unless stated otherwise, comparison figures in parentheses refer to the corresponding period in the previous year.

Financial highlights: October–December 2025

Reported financials

- Order intake was EUR 94.6 (76.0) million.
- Net sales were EUR 97.1 (76.4) million. Net sales increased due to the partial recovery of the market and ramp-up of certain businesses.
- Recurring EBITDA was EUR 8.3 (3.9) million, i.e. 8.6 (5.1) per cent of net sales. Ramp-up costs impacting EBITDA in Gliwice, Poland, amounted to EUR 2.0 million. Recurring EBITDA excluding ramp-up costs in Gliwice amounted to EUR 10.3 million, i.e. 10.6 per cent of net sales.
- EBITDA was EUR 7.7 (-0.3) million, i.e. 8.0 (-0.4) per cent of net sales.

Financials excluding divested businesses

Note: The financials presented below are based on the “New Fortaco” scope, i.e. excluding the marine, energy and heavy project businesses in Jászberény, Hungary and Kalajoki & Sepänkylä, Finland, which have been divested during 2024 as well as the marine and energy business in Gruza, Serbia, divested in 2025.

- Order intake was EUR 94.6 (74.8) million.
- Net sales were EUR 97.1 (74.6) million. Net sales increased due to the partial recovery of the market and ramp-up of certain businesses.
- Recurring EBITDA was EUR 8.3 (4.0) million, i.e. 8.6 (5.3) per cent of net sales. Ramp-up costs impacting EBITDA in Gliwice, Poland, amounted to EUR 2.0 million during the period. Recurring EBITDA excluding ramp-up costs in Gliwice amounted to EUR 10.3 million, i.e. 10.6 per cent of net sales.
- EBITDA was EUR 7.7 (1.3) million, i.e. 8.0 (1.7) per cent of net sales.

Financial highlights: January–December 2025

Reported financials

- Order intake was EUR 362.8 (351.8) million.
- Net sales were EUR 348.2 (356.5) million. Net sales decreased primarily due to divestments executed during 2024 and 2025 as well as soft demand, especially during the first half of 2025.
- Recurring EBITDA was EUR 18.5 (18.6) million, i.e. 5.3 (5.2) per cent of net sales. Ramp-up costs impacting EBITDA in Gliwice, Poland, amounted to EUR 7.2 million. Recurring EBITDA, excluding ramp-up costs in Gliwice amounted to EUR 25.7 million, i.e. 7.4 per cent of net sales. Hence, base business performance improved considerably during 2025.
- EBITDA was EUR 15.8 (7.6) million, i.e. 4.5 (2.1) per cent of net sales.

Financials excluding divested businesses

Note: The financials presented below are based on the “New Fortaco” scope, i.e. excluding the marine, energy and heavy project businesses in Jászberény, Hungary and Kalajoki & Sepänkylä, Finland, which have been divested during 2024 as well as the marine and energy business in Gruza, Serbia, divested in 2025.

- Order intake was EUR 359.5 (328.9) million.
- Net sales were EUR 346.1 (332.3) million. Net sales increased primarily due to gradually improving market sentiment during the second half of the year as well as due to the ramp-up of certain businesses in 2025.
- Recurring EBITDA was EUR 18.7 (20.1) million, i.e. 5.4 (6.1) per cent of net sales. Ramp-up costs impacting EBITDA in Gliwice, Poland, amounted to EUR 7.2 million. Recurring EBITDA, excluding ramp-up costs in Gliwice amounted to EUR 26.0 million, i.e. 7.5 per cent of net sales. Hence, base business performance improved considerably during 2025.
- EBITDA was EUR 16.0 (10.0) million, i.e. 4.6 (3.0) per cent of net sales.

Operational highlights

- The Group wide program focused on identifying and implementing profitability and cash flow improvement initiatives continued at full pace throughout 2025. A new and broader program was launched, focusing on delivering profitability and cash flow improvements during 2026.
- Structural investments in Narva (Estonia), Holic (Slovakia) and Gliwice (Poland) were completed, and operations were started. The start-up and ramp-up phase of the Gliwice investment had a negative impact on profitability in 2025.
- On 10 October 2025, Fortaco concluded an agreement whereby it received without consideration a long-term loan receivable of EUR 5.9 million (principal) from the company's sole shareholder, OEP 81 B.V. The agreement was a positive conclusion of commercial dialogue between Fortaco Group, its shareholder, and a certain seller of one of the previously conducted acquisitions.
- On 1 October 2025, Fortaco completed a divestment of real estate used by its former marine and energy business in Kalajoki and Sepänkylä, Finland to Componenta. The purchase price was EUR 940 thousand. This divestment was the final part of the marine and energy business divestment in Kalajoki and Sepänkylä, Finland to Componenta, which was announced on 22 July 2024 and closed on 1 October 2024.
- On 23 May 2025, Fortaco Oy, a subsidiary of Fortaco Group Holdco Plc, signed an agreement on the sale of its Serbian subsidiary and its marine and energy business in Gruza, to Entec Evotec AS. The transaction was completed on 11 June 2025.
- On 27 May 2025, Fortaco completed the reorganization of its financing, including the extension of the maturity of the bond debt by two years. Additionally, EUR 20 million of new equity strengthened the balance sheet and liquidity position further. Other amendments to the terms and conditions of the bond contribute to cash flow improvements in 2025 and 2026, as well as extending the maturity of EUR 7.5 million super senior revolving credit facility by two years.

Key figures

Fortaco Group's key financials				
EUR million unless otherwise noted	10-12/25	10-12/24	1-12/25	1-12/24
Net sales	97.1	76.4	348.2	356.5
EBITDA	7.7	-0.3	15.8	7.6
% of net sales	8.0%	-0.4%	4.5%	2.1%
EBITA	3.4	-4.3	-0.8	-7.4
% of net sales	3.5%	-5.6%	-0.2%	-2.1%
Non-recurring items	0.6	4.2	2.7	11.1
Recurring EBITDA	8.3	3.9	18.5	18.6
% of net sales	8.6%	5.1%	5.3%	5.2%
Recurring EBITA	4.0	-0.1	1.9	3.7
% of net sales	4.1%	-0.1%	0.5%	1.0%
Financial position				
Return on Capital Employed % (ROCE)	7.0%	-0.1%	0.8%	1.6%
Equity ratio %	10.9%	12.7%	10.9%	12.7%
Net debt	153.9	150.0	153.9	150.0
Net gearing %	461.9%	384.9%	461.9%	384.9%
Net debt / last 12 months recurring EBITDA	8.3x	8.1x	8.3x	8.1x

Guidance for 2026

Fortaco expects net sales for 2026 to amount to EUR 350–380 million and recurring EBITDA to amount to EUR 27–32 million.

President & CEO Mika Mahlberg's comments

The year 2025 ended on a positive note. Thanks to the partial recovery in the market and our profitability improvement program, the fourth quarter was clearly the strongest of the year. Our net sales grew 27 per cent year on year and amounted to EUR 97.1 (76.4) million. For the full year, Group net sales decreased 2 per cent year on year and amounted to EUR 348.2 (356.5) million. However, the comparability of net sales was impacted by the executed divestments, and full year net sales, excluding divested businesses, grew 4 per cent. The year-on-year growth in net sales, excluding divested businesses, was negative during the first half of 2025 but turned clearly positive during the second half as a result of the gradual improvement in market conditions.

In the last quarter of the year, our recurring EBITDA more than doubled year on year being EUR 8.3 (3.9) million, or 8.6 (5.1) per cent of net sales. The ramp-up of Business Site Gliwice in Poland has taken much longer than anticipated and is still ongoing. Recurring EBITDA, excluding the ramp-up costs for Gliwice, was EUR 10.3 million (3.9), demonstrating a clear performance improvement of the base business.

During the fourth quarter, we signed agreements with significant new customers. Our comparable order book at the end of 2025 was EUR 71.6 million, which is 26 per cent more than a year earlier. However, there were still differences in demand between the different market segments, and demand has not yet returned to normal levels.

Networking at the Defense Supplier Day

The defense sector is an important industry for Fortaco. In November, we organized a Defense Supplier Day for the defense sector suppliers. The aim was to network and increase understanding of opportunities offered by this growing sector, and discuss how risks and challenges can be overcome together. Also presented at the event was our customer BAE Systems Hägglunds' amphibious Beowulf vehicle for military applications, humanitarian aid, disaster relief, firefighting, and rescue operations. Beowulf's front and rear cabins are designed and manufactured by Fortaco.

Advances in product development

At the Bauma and Agritechnica fairs 2025, we introduced the Fortaco SmartCabin system. The SmartCabin concept is a modular control system developed by Fortaco. It enables the use of equipment provided by different suppliers by integrating them into one easy-to-use platform. The control system integrates cloud connectivity, infotainment, cabin controls, HVAC and camera systems and displays. The SmartCabin system speeds up a customer's design and product development process and significantly reduces the time and costs spent by the customer on product development. At the fairs, we also introduced a safety cabin which Fortaco has designed and manufactured for the fully electric ONOX tractor.

Sustainability work progressed

In 2025, we continued our sustainability work. Towards the end of the year, we started discussions about the potential of low-emission steel with several customers and suppliers. We advanced our climate program by preparing science-based emission reduction targets and a transition plan. We also organized sustainability training for our personnel.

Cornerstones of strategy

During the last quarter of the year, we increased our manufacturing capacity to meet the partial recovery of market demand. This year, we will focus on the cornerstones of our strategy – delivery reliability and high quality, as well as the implementation of the Fortaco 26 profitability improvement programme.

I would like to warmly thank all Fortaco employees for their committed contributions, our partners for their excellent cooperation, and our customers and the main owner for their trust during the past year.

Operating environment and market overview

The business environment and markets evolved during the financial year 2025 largely in line with our expectations. The first quarters of the year were characterized by continued challenging market conditions across most of our relevant industry segments. Short-term demand remained subdued, resulting in a double-digit decrease in net sales, particularly during the first months of the year. Increasing macroeconomic uncertainty, driven by the United States' unpredictable customs policy, further contributed to volatility across all industries, including ours. Despite these uncertainties, we began to observe early signs of market activation toward the end of the first half of 2025.

The latter half of 2025 developed as expected. Improved order intake emerged in the third quarter, and this positive trend continued in the fourth quarter. During the last quarter of the year, we recorded clearly increasing net sales on a year-on-year basis. However, continued macroeconomic uncertainties related to tariff policies caused softness in certain market segments, especially during the final quarter.

Overall, the market was characterized by significant differences in demand across segments. Mining and defense segments performed strongly throughout the year, with a positive outlook for 2026. Demand in the forest, agriculture, and certain material and container handling sub-segments remained subdued. Fortaco continued to win new business from both existing and new customers, supporting future net sales. On the other hand, some business and market share was lost due to moving production or resourcing to Asia.

Steel - the company's main raw material - continued to decrease in price during 2025. Fortaco typically transfers steel price fluctuations to its customers. The cost development of other inputs remained generally stable, though salary inflation remained high in some operating countries.

Fortaco Group's financial performance

October–December 2025

In the fourth quarter, Fortaco Group's order intake was EUR 94.6 (76.0) million. Net sales grew 27 per cent year on year and amounted to EUR 97.1 (76.4) million. Net sales increased due to the partial recovery of the market and ramp-up of certain businesses. Net sales, excluding divested businesses, grew 30 per cent year on year.

The Group's recurring EBITDA was EUR 8.3 (3.9) million or 8.6 (5.1) per cent of net sales. The growth was driven by the partial recovery of the market and the positive impact from the company's performance improvement program, whereas ramp-up costs in Business Site Gliwice, Poland continued to impact clearly negatively to the profitability. Recurring EBITDA, excluding ramp-up costs in Gliwice, amounted to EUR 10.3 million or 10.6 per cent of net sales.

Non-recurring items during the review period totaled EUR 0.6 (4.2) million. Non-recurring items included divestment costs, project costs related to corporate transactions, employee severance costs and business development costs. EBITDA was EUR 7.7 (-0.3) million or 8.0 (-0.4) per cent of net sales. EBITA was EUR 3.4 (-4.3) million or 3.5 (-5.6) per cent of net sales, and net income was EUR -0.6 (-10.7) million. Earnings per share were EUR -0.6 (-10.7).

January–December 2025

In 2025, Fortaco Group's order intake was EUR 362.8 (351.8) million. The increase in order intake was driven by gradually improving market conditions as the financial year proceeded. Year on year comparison was impacted by executed divestments. Order intake, excluding divested businesses, increased 9 per cent year on year.

Net sales decreased 2 per cent year on year and amounted to EUR 348.2 (356.5) million. Also, concerning net sales, year on year comparison was impacted by executed divestments. Net sales, excluding divested businesses, grew 4 per cent. The year on year growth in net sales, excluding divested businesses, was negative during the first half of 2025, but turned clearly positive during the second half of the year due to gradually improving market conditions.

The Group's recurring EBITDA was EUR 18.5 (18.6) million or 5.3 (5.2) per cent of net sales, a change of -1 per cent from the comparison period. The flattish recurring EBITDA was driven by costs associated to the ramp-up of the new business site in Gliwice, Poland. The profitability of the rest of the Group increased clearly, driven mainly by the positive impact originating from the Fortaco 25 performance improvement programme.

Ramp-up costs impacting EBITDA in Gliwice, Poland, amounted to EUR 7.2 million during the financial year. Recurring EBITDA, excluding ramp-up costs in Gliwice and divested businesses amounted to EUR 26.0 million, i.e. 7.5 per cent of net sales. In the last quarter of the year, the same metric was EUR 10.3 million, i.e. 10.6 per cent of net sales.

Non-recurring items impacting EBITDA during the financial year totalled EUR 2.7 (11.1) million, clearly less than in the comparison period. Non-recurring items included divestment costs, project costs related to corporate transactions, employee severance costs and business development costs. Reported EBITDA was EUR 15.8 (7.6) million or 4.5 (2.1) per cent of net sales.

EBITA for the financial year 2025 was EUR -0.8 (-7.4) million or -0.2 (-2.1) per cent of net sales. Net income for the financial year was EUR -27.4 (-48.5) million. Net income included impairments related to divestments amounting to EUR -0.7 (-11.3) million. Earnings per share were EUR -27.4 (-48.5).

On 31 December 2025, the consolidated balance sheet amounted to EUR 306.2 (306.3) million. Cash and cash equivalents amounted to EUR 29.6 (32.0) million. Equity ratio was 10.9 (12.7) per cent, including the subordinated shareholder loan of EUR 7.1 (6.4) million treated as equity-like instrument. Net gearing was 461.9 (384.9) per cent.

Financing

On 31 December 2025, Fortaco Group had a senior secured bond outstanding totaling EUR 134.3 million. The IFRS net principal in the balance sheet equaled EUR 130.1 million. In addition to the bond, the Group's debt financing consists of local term loans, leasing debt, a super senior revolving credit facility, as well as earn-out liability. On 31 December 2025, total gross debt (IFRS) totalled EUR 184.0 million. EUR 7.5 million of the agreed super senior facility was not used but available as liquidity reserve.

In May 2025, Fortaco Group refinanced the super senior facility. As part of the refinancing of the facility, the maturity was extended by 2 years until June 2027, and the Group received a waiver from the creditor. According to the waiver, the creditor waived all rights that would arise from potential covenant breaches during the financial year 2025. The waiver was valid until 31 December 2025. Potential breaches of the covenants would not constitute as an event of default, and the Group can continue to use the facility normally. The Group also received waivers related to some of its local term loans in Estonia in May, June and September 2025 for the envisaged breaches of some of the local financing covenants. According to the waivers, the creditor waived these breaches, and the breaches did not constitute an event of default. The sole impact of a breach would have been a temporary increase of the loan margin to 4.5% p.a. (current margin 3.0% p.a.).

During the financial year, Fortaco carried out a written procedure with respect to its senior secured bonds. The written procedure was announced on 2 April 2025, and it was successfully completed on 17 April 2025. The written procedure regarded certain amendments to the terms and conditions of the senior secured bonds, including an extension of the tenor by two years, amending the interest rate during 2025 and 2026, introducing the option to make voluntary partial redemptions of up to EUR 20 million at a price of 101 per cent, together with certain other amendments. Connected to the written procedure, Fortaco also received EUR 20 million of new equity from the sole shareholder of the company, OEP 81 B.V.

On 10 October 2025, Fortaco concluded an agreement, whereby it received without a consideration a long-term loan receivable of EUR 5.9 million (principal) from the sole shareholder of Fortaco Group, OEP 81 B.V. On 31 December 2025, the receivable carried PIK interest totalling EUR 0.6 million, and therefore the total receivable on 31 December 2025 was EUR 6.5 million. The agreement was a positive conclusion of a commercial dialogue between Fortaco Group, its shareholder and a certain seller of one of the previously conducted acquisitions.

On 31 December 2025, the total principal of the subordinated shareholder loan was EUR 7.1 million. The loan carries PIK interest. On 31 December 2025, Fortaco had a cash balance of EUR 29.6 million. Net debt was EUR 153.9 million.

On 31 December 2025, investments in equity consisted of EUR 125.2 million (31 December 2024: EUR 105.2 million). The increase in invested equity during the financial year originated from an equity injection of EUR 20 million from the company's sole shareholder in connection with the written procedure to amend the terms and conditions of the senior bond financing. On 31 December 2025, the book value of equity was EUR 26.2 million (31 December 2024: 32.5), including non-controlling interest. The Group applies a non-recourse based factoring program. On 31 December 2025, 78 per cent of all receivables had been sold based on the program, and credit risk was transferred to the buyer.

Changes in the Group structure

During the financial year, Fortaco d.o.o. Gruza was divested, the transaction was completed on 11 June 2025.

During the financial year, Fortaco Oy was merged into Fortaco Ostrobothnia Oy and at the same time, the name of Fortaco Ostrobothnia Oy was changed to Fortaco Finland Oy. The merger was completed on 31 December 2025.

Personnel and management

During the financial year, average number of personnel employed was 2,271 (2,627). On 31 December 2025, the number of personnel was 2,287 (2,327). Total salary cost was EUR 102.4 (103.9) million, including all employee benefit expenses.

Group Leadership Team

On 31 December 2025, Fortaco Group's Leadership Team members were Mika Mahlberg, President & CEO; Kimmo Raunio, Senior Executive Vice President & CFO; Agnieszka Koziara, Senior Vice President People & HR; Gustav Svärd, Senior Vice President, Group Sourcing & IT; Michael Volz, Senior Vice President, Sales & Marketing; and Rafal Sornek, Senior Vice President, Technology & Zero Emissions.

During the financial year, Michael Volz joined the Group Leadership Team on 25 August 2025. Mikael Persson left the Leadership Team on 18 June 2025.

After the financial year, on 29 January 2026, Kimmo Raunio announced his resignation. His last date of employment is expected to be 30 April 2026. The recruitment process for the new CFO has been initiated.

Board of Directors

The Board of Directors is responsible for making decisions required by the provisions of the Finnish Companies Act. The Board of Directors makes all necessary resolutions in accordance with the instructions given by the Supervisory Board on matters which belong within the competence of the Board of Directors according to the Finnish Companies Act, but which have been addressed to the Supervisory Board under the Rules of Procedure. On 31 December 2025, the members of the Board of Directors were Chairman Mika Mahlberg and deputy member Kimmo Raunio.

Supervisory Board

The Supervisory Board's role is to oversee the management of the company, and it directs Fortaco Group's business to generate the greatest possible added value on the capital invested. On 31 December 2025, the members of the Supervisory Board were Panu Routila, Chairman, and Members of the Board Markus Sjöholm, Marc Lindhorst, and Sebastian Schatton. David Pfeifer has served as Board Observer.

As of 1 January 2026, the members of the Supervisory Board have been Markus Sjöholm, Chairman, and Lars Hellberg, Marc Lindhorst and Sebastian Schatton as members.

Shares and shareholders

The parent company of Fortaco, Fortaco Group Holdco Oyj, has one type of share with one vote per share. The company has in total 1,000 shares, and all shares carry an equal right to dividends and company assets. On December 31, 2025, 100 per cent of the shares in Fortaco Group Holdco Oyj were owned by OEP 81 B.V., which is a fund managed by One Equity Partners.

Annual General Meeting and Board authorisations

On 23 June 2025, Fortaco Group Holdco Plc's sole shareholder OEP 81 B.V. made decisions in matters falling under the competence of the Annual General Meeting in accordance with Chapter 5, Section 1(2) of the Finnish Companies Act (624/2006, as amended) without convening an Annual General Meeting. OEP 81 B.V. adopted the company's financial statements for the financial year from 1 January 2024 to 31 December 2024 and discharged the members of the Supervisory Board and the Board of Directors and the company's CEO from liability for the financial year of 2024

Use of the profit shown on the balance sheet and the distribution of the profit

In accordance with the recommendation of the Supervisory Board and the proposal of the Board of Directors, it was resolved to approve that the result of the financial year is transferred to the profit and loss account for the previous years and that no dividend shall be distributed.

Number of members of the Supervisory Board, their election and remuneration

It was resolved that the number of ordinary members of the Supervisory Board shall be five.

Panu Routila (Chair), Lars Hellberg, Marc Lindhorst, Markus Sjöholm and Sebastian Schatton were re-elected in the Supervisory Board of the company.

It was resolved that the members of the Supervisory Board shall be remunerated as follows:

- Panu Routila shall be paid an annual fee of EUR 52,800 in monthly instalments and
- Markus Sjöholm shall be paid an annual fee of EUR 40,000 in monthly instalments.

Other members of the Supervisory Board shall not be remunerated.

Number of members of the Board of Directors, their election and remuneration

It was resolved that the number of members of the Board of Directors shall be one ordinary member and one deputy member. Mika Mahlerg was re-elected as an ordinary member and Kimmo Raunio as a deputy member of the Board of Directors. The members of the Board of Directors shall not be remunerated.

Election of auditor and their remuneration

It was resolved to re-elect Authorized Public Accountant Firm Ernst & Young Oy as the auditor of the company and as the sustainability auditor for the financial year of 2025. Certified public accountant Anders Svénnas was re-elected as the auditor with principal responsibility. It was resolved that the auditor shall be paid reasonable remuneration in accordance with the invoice approved by the company.

Risks and uncertainties

Fortaco follows and categorizes its risks based on the following categories, under which each individual risk is evaluated based on probability and business impact:

- Strategic risks
- Financial risks
- Operational risks
- Cyber- and technological risks
- Regulatory risks

Fortaco seeks to protect itself against risk in these categories by utilizing the Fortaco Group Risk Management approach, which is based on three lines of defense—governing body, management, and internal audit—combined with proper analysis and reporting tools. A broader description of the company's risk management practices is available on the company's website.

Direct impacts stemming from the crisis in Ukraine are and have been very limited for Fortaco. Fortaco does not have and has not had any net sales in either Russia or Ukraine. Also, customers' exposure to orders from Russia and Ukraine has been limited, with a few exceptions. However, the crisis has resulted in increasing geopolitical tensions and uncertainty about the development of the global economy, and has fueled overall inflation, resulting in increased risk related to overall market demand and costs of production. Also, the availability of key commodities, such as electricity, may still be negatively impacted.

Fortaco operates in a sector which, to a large extent, is affected by macroeconomic factors. Economic downturns and the uncertainty of the international financial markets have adverse impacts on the global economy and may cause a decreased demand for Fortaco's products and services. Also other external factors, such as uncertainties related to the global tariff policy can negatively impact the overall economy and hence Fortaco.

Fortaco is currently in the process of ramping up its new investment in Gliwice, Poland. Should this ramp-up not be successful or be further delayed, it could negatively impact Fortaco. As part of the overall financing structure, Fortaco is selling its receivables based on a non-recourse basis factoring program. Continued availability of such financing is imperative for Fortaco Group. Also, continued good payment terms from suppliers and availability of credit risk limits from credit insurance companies are imperative to secure the cash flow generation.

Other key risks that might negatively impact Fortaco include, for example, the availability of employees, the security of systems and devices, an inflationary cost environment, risks related to the extensive business-development agenda, regulatory compliance-related risks, and specific risks associated with defense business contracts and compliance.

Events after the review period

As announced on 23 December 2025, Markus Sjöholm became Chairman of the Supervisory Board as of 1 January 2026. Panu Routila, former Chairman, stepped down from Supervisory Board on the same date. Beginning 1 January 2026, Fortaco's Supervisory Board consists of Markus Sjöholm (Chairman), Lars Hellberg, Marc Lindhorst and Sebastian Schatton.

On 29 January 2026, Senior Executive Vice President & CFO Kimmo Raunio announced his resignation. His last date of employment is expected to be 30 April 2026. The recruitment process for the new CFO has been initiated.

In January 2026, the Group received a letter and a EUR 2 million claim invoice from its former factoring partner. The Group terminated the sale of receivables agreement in 2025 due to the partner's numerous and continuous breaches of contract. Fortaco has disputed the invoice received and discussions with the partner are ongoing. Since all claims have been contested, the Group has not made any provisions related to the matter.

On 24 February 2026, Fortaco revised its financial guidance for 2026 and withdrew the long-term financial outlook for 2027 that it had published on 2 April 2025.

Financial reporting in 2026

In 2026, Fortaco Group Holdco Plc will publish the following financial reviews:

- Business Review January–March 2026 on Friday 29 May 2026
- Half-Year Review January–June 2026 on Friday 28 August 2026
- Business Review January–September 2026 on Friday 27 November 2026

Fortaco Group Holdco Plc
Board of Directors

Further information

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Fortaco Group

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Financial information

Unless otherwise stated, comparison figures in brackets refer to the corresponding period of the previous year.

Part corresponding to IAS 34

Consolidated statement of comprehensive income

1000 EUR	Note	1.10.-31.12.2025	1.10.-31.12.2024	1.1.-31.12.2025	1.1.-31.12.2024
NET SALES	3	97,127	76,418	348,230	356,471
Other operating income		1,453	1,772	2,192	2,994
Work performed for own purposes and capitalised		74	118	164	469
Materials and services		-54,650	-42,780	-196,271	-205,670
Employee benefit expenses		-26,408	-23,313	-102,402	-103,907
Other operating expenses		-9,846	-12,503	-36,147	-42,804
Depreciation, amortisation and impairments	4./5./6.	-6,015	-5,730	-23,265	-31,740
OPERATING PROFIT (LOSS)		1,734	-6,019	-7,500	-24,187
Finance income	8	5,780	1,518	7,409	3,214
Finance cost	8	-7,158	-5,699	-27,140	-27,455
PROFIT (LOSS) BEFORE INCOME TAX		356	-10,200	-27,231	-48,428
Income tax		-909	-515	-192	-111
PROFIT (LOSS) FOR THE PERIOD		-553	-10,715	-27,423	-48,538
Other comprehensive income					
Items that will never be reclassified to profit or loss					
Actuarial gains / losses from defined benefit plans		120	-55	120	-55
Total items that will never be reclassified to profit or loss, net of tax		120	-55	120	-55
Items that may be subsequently reclassified to profit or loss					
Translation differences		275	-2,597	386	215
Cash flow hedge		-43	0	-52	0
Total items that may be subsequently reclassified to profit or loss, net of tax		233	-2,597	335	215
Other comprehensive income, net of tax		353	-2,652	455	160
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		-201	-13,368	-26,968	-48,378
Profit (loss) for the period attributable to					
Owners of the parent company		-554	-10,714	-27,423	-48,536
Non-controlling interests		0	0	0	-3
Profit (loss) for the period		-554	-10,714	-27,423	-48,538
Total comprehensive income for the period attributable to					
Owners of the parent company		-201	-13,442	-26,968	-48,377
Non-controlling interests		0	0	0	-2
Total comprehensive income for the period		-201	-13,442	-26,968	-48,378
Earnings per share for profit attributable to the ordinary equity holders of the parent company, EUR					
Earnings per share, basic and diluted, EUR		-0.6	-10.7	-27.4	-48.5

Consolidated statement of financial position

1000 EUR	Note	31.12.2025	31.12.2024
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	5	42,060	47,043
Goodwill		20,970	20,976
Property, plant and equipment	4	76,257	87,028
Right-of-use assets	6	54,530	47,152
Trade, other receivables and financial assets		11,971	5,682
Receivables from defined benefit plan		670	681
Deferred tax assets		3,789	4,804
TOTAL NON-CURRENT ASSETS		210,248	213,366
CURRENT ASSETS			
Inventories		44,438	37,683
Trade and other receivables		21,543	20,480
Income tax assets		354	1,695
Cash and cash equivalents		29,617	32,034
TOTAL CURRENT ASSETS		95,953	91,892
ASSETS HELD FOR SALE		0	1,000
TOTAL ASSETS		306,200	306,258
EQUITY AND LIABILITIES			
EQUITY			
Share capital	7	80	80
Invested unrestricted equity capital	7	125,178	105,178
Reserves	7	-52	0
Translation differences	7	3,127	2,741
Retained earnings	7	-102,771	-75,467
TOTAL EQUITY		25,562	32,531
NON-CURRENT LIABILITIES			
Deferred tax liabilities		17,092	17,895
Borrowings	8	132,869	127,394
Borrowings from related parties	8	7,090	6,441
Other liabilities	8	6,380	5,372
Lease liabilities	8	35,321	37,175
Provisions		1,123	1,494
Liabilities from defined benefit plan		2,990	3,003
TOTAL NON-CURRENT LIABILITIES		202,865	198,773
CURRENT LIABILITIES			
Borrowings	8	2,004	6,881
Trade and other payables		65,086	59,496
Lease liabilities	8	9,685	7,581
Provisions		914	860
Income tax liabilities		84	137
TOTAL CURRENT LIABILITIES		77,773	74,954
TOTAL LIABILITIES		280,638	273,727
TOTAL EQUITY AND LIABILITIES		306,200	306,258

Consolidated statement of cash flow

1,000 EUR	Note	1.10.-31.12.2025	1.10.-31.12.2024	1.1.-31.12.2025	1.1.-31.12.2024
Cash flow from operating activities					
PROFIT (LOSS) FOR THE PERIOD		-554	-10,714	-27,423	-48,538
Depreciation, amortization and impairments	4./5./6.	6,015	5,730	23,265	31,740
Gains and losses on sale of property, plant and equipment and other non-current assets		316	-497	337	439
Financial income and expenses	8	1,348	4,164	19,739	24,333
Income tax		909	515	192	111
Other adjustments		125	-766	-112	904
Change in working capital					
Increase / decrease in inventories		1,016	2,610	-8,651	5,957
Increase / decrease in trade and other receivables		-4,059	6,783	-3,409	8,143
Increase / decrease in interest free trade payables		-439	-4,143	9,679	-16,433
Change in provisions		-259	-100	-225	4
Interest paid	8	-1,316	-3,240	-11,816	-16,907
Interest received	8	112	72	480	27
Other financial items	8	-1,299	137	-4,202	-3,832
Income tax paid		-22	-448	1,198	-958
Total cash flow from operating activities		1,893	103	-949	-15,010
Cash flow from investing activities					
Investments in property, plant and equipment and intangible assets		478	-5,106	-6,316	-15,604
Disposal of property, plant and equipment and intangible assets		928	1,072	2,212	2,322
Acquisition of subsidiaries reduced with the cash and cash equivalents at the acquisition moment		0	-10	0	74
Disposal of subsidiaries increased with the cash and cash equivalents at the acquisition moment		-233	0	-1,421	-321
Used collateral deposit		0	0	0	50
Cash flow from investing activities		1,172	-4,044	-5,524	-13,480
Cash flow from financing activities					
Proceeds from issue of share capital	8	0	0	20,000	10,000
Proceeds from loans	8	0	2,893	15,098	39,456
Repayments from current loans	8	-2,376	-4,877	-18,063	-7,863
Repayments of non-current borrowings	8	-589	304	-1,390	-1,193
Repayments of leasing liabilities	8	-4,964	-2,062	-11,449	-7,877
Granted loans	8	0	-1,500	0	-4,500
Total cash flow from financing activities		-7,929	-5,242	4,196	28,023
Change in cash and cash equivalents		-4,864	-9,184	-2,278	-467
Cash and cash equivalents at the beginning of the period		34,414	41,331	32,034	32,420
Effects of exchange rate changes on cash and cash equivalents		67	-113	-138	81
Cash and cash equivalent at the end of the period		29,617	32,034	29,617	32,034

Consolidated statement of changes in equity

Equity attributable to owners of the parent company 31.12.2025

1,000 EUR	Note 7.	Share capital	Invested unrestricted equity reserve	Hedging reserve	Translation differences	Profit (loss) for period	Total	Non-controlling interests	Total equity
EQUITY 1.1.2025		80	105,178	0	2,741	-75,467	32,531	0	32,531
Comprehensive income									
Profit/loss for the period						-27,423	-27,423	0	-27,423
Cash flow hedges				-52			-52		-52
Translation differences					386		386	0	386
Actuarial gains/losses from defined benefit plans						120	120		120
TOTAL COMPREHENSIVE INCOME				-52	386	-27,303	-26,968	0	-26,968
Transactions with shareholders									
Investments			20,000				20,000		20,000
Changes in subsidiary ownership shares muutokset								0	0
Other changes									
Changes in equity total		0	20,000	-52	386	-27,303	-6,968	0	-6,968
TOTAL EQUITY 31.12.2025		80	125,178	-52	3,127	-102,771	25,562	0	25,562

Equity attributable to owners of the parent company 31.12.2024

1,000 EUR	Note 7.	Share capital	Invested unrestricted equity reserve	Hedging reserve	Translation differences	Profit (loss) for period	Total	Non-controlling interests	Total equity
EQUITY 1.1.2024		80	95,178	0	2,527	-26,757	71,028	103	71,131
Comprehensive income									
Profit/loss for the period						-48,536	-48,536	-3	-48,538
Translation differences					214		214	1	215
Actuarial gains/losses from defined benefit plans						-55	-55		-55
TOTAL COMPREHENSIVE INCOME				0	214	-48,591	-48,377	-2	-48,378
Transactions with shareholders									
Investments			10,000				10,000		10,000
Changes in subsidiary ownership shares muutokset						-120	-120	-102	-222
Changes in equity total			10,000		214	-48,711	-38,497	-103	-38,600
TOTAL EQUITY 31.12.2024		80	105,178	0	2,741	-75,467	32,531	0	32,531

Notes to the financial statements

1. Accounting policies

The Group's interim financial information concerning Fortaco Group Holdco Plc and its subsidiaries (together "Fortaco" or "the Group") has been prepared in accordance with the IAS 34 Interim Financial Reporting standard and the accounting policies presented in the Group's financial statements for 2025. Amendments and annual improvements to IFRS standards effective from 1 January 2025 do not have a significant impact on the figures presented.

This interim financial information does not include all of the information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the consolidated financial statements for the financial year ended 31 December 2025. The preparation of interim financial information requires management to make estimates and judgements that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates. The significant accounting estimates and judgement-based decisions applied in preparing this interim financial information are consistent with those applied in the annual consolidated financial statements for the financial year ended 31 December 2025.

Except for the above-mentioned changes, the accounting principles applied in this financial statements bulletin are the same as those applied in the consolidated financial statements for the financial year ended 31 December 2025.

All amounts have been rounded; consequently, the sum of individual figures may deviate from the presented total figure. This financial statements bulletin is unaudited.

2. Sale of non-core businesses

In February 2024, Fortaco announced having begun a strategic evaluation of its marine, energy and heavy project businesses.

On 10 May 2024, as a part of the evaluation, Fortaco announced having signed an agreement to sell its heavy products project business in Jászberény, Hungary. In 2023, Fortaco Zrt. had net sales of EUR 23 million, and the business was clearly loss-making. The company employs 250 people. The divestment of Fortaco Zrt. was completed on 28 June 2024.

As another part of the strategic evaluation, on 4 July 2024, Fortaco announced that Fortaco Group Holdco Plc's subsidiary, Fortaco Oy, had signed an agreement to sell its marine and energy business in Kalajoki and Sepänkylä in Finland to Componenta, an international technology company and a Finnish contract manufacturer of metal components. The total purchase price is approximately EUR 2.8 million. The business transaction was completed on 1 October 2024, and the related real estate transaction was completed on 1 October 2025.

On 23 May 2025, Fortaco announced having signed an agreement to sell its subsidiary in Serbia and thereby its marine and energy focused Business Site Gruza to Entec Evotec AS. The transaction was closed on 11 June 2025. These transactions are described in additional detail in Note 10 Business Disposals.

3. Revenue and segment information

Fortaco has only one reportable segment, and the figures for the reportable segment are consistent with those of the Group. Significant operational decisions are made by the Fortaco Leadership Team which is Fortaco's chief operative decision maker (CODM). Due to the business model, nature of operations, and governance structure of Fortaco, the operating segments are aggregated as one reportable segment.

Net sales divided by geographical area				
1,000 EUR	10-12/2025	10-12/2024	1-12/2025	1-12/2024
Finland	28,149	20,370	92,291	87,412
Poland	22,002	18,720	82,485	84,183
Estonia	15,751	12,938	60,546	58,676
France	16,838	11,465	57,981	53,675
Austria	9,135	6,053	32,469	35,270
Slovakia	5,252	5,255	20,427	23,813
Hungary	0	0	0	8,542
Serbia	0	1,616	2,031	4,900
Total	97,127	76,418	348,230	356,471

4. Property, plant, and equipment

1,000 EUR	Land and water	Buildings and structures	Machinery and equipment	Other tangible assets	Advance payments and work in progress	Total
Cost 1.1.2025	2,966	75,421	98,745	6,994	10,158	194,284
Translation differences	3	108	318	4	73	506
Additions	0	1,202	1,168	532	7,765	10,668
Disposals	0	0	-376	-43	-989	-1,409
Reclassifications	16	694	3,542	170	-13,919	-9,497
Reclassification to non-current HFS assets	-61	-4,414	-4,196	0	0	-8,672
Cost 31.12.2025	2,924	73,010	99,201	7,658	3,087	185,881
Accumulated amortization and impairment 1.1.2025	-159	-27,164	-74,624	-5,308	0	-107,256
Translation differences	-1	-44	-253	0	0	-298
Accumulated depreciation on disposals	0	-312	1,394	31	0	1,112
Reclassification to non-current HFS liabilities	0	2,591	3,888	0	0	6,479
Amortization	0	-3,080	-5,418	-440	0	-8,938
Impairment	-7	-688	-28	0	0	-723
Accumulated amortization and impairment 31.12.2025	-168	-28,698	-75,040	-5,718	0	-109,623
Carrying amount 1.1.2025	2,807	48,257	24,121	1,686	10,158	87,028
Carrying amount 31.12.2025	2,757	44,313	24,161	1,940	3,087	76,257

1,000 EUR	Land and water	Buildings and structures	Machinery and equipment	Other tangible assets	Advance payments and work in progress	Total
Cost 1.1.2024	2,796	45,953	43,914	1,975	13,424	108,063
Translation differences	-3	-5	92	0	20	104
Business disposals	-191	-6,253	-19,546	0	-578	-26,568
Additions	458	447	-114	374	16,721	17,886
Disposals	-117	-706	-2,070	-137	-59	-3,089
Reclassifications	148	38,139	76,469	4,783	-19,370	100,168
Reclassification to non-current HFS assets	-125	-2,154	0	0	0	-2,278
Cost 31.12.2024	2,966	75,421	98,745	6,994	10,158	194,284
Accumulated amortization and impairment 1.1.2025	-8	-3,070	-6,450	-176	0	-9,704
Translation differences	0	-2	-53	0	0	-55
Accumulated amortization on business disposals	2	3,419	15,485	0	0	18,906
Accumulated depreciation on disposals	-90	-24,521	-78,062	-4,626	0	-107,299
Reclassification to non-current HFS liabilities	0	820	0	0	0	820
Amortization	0	-3,810	-5,593	-506	0	-9,909
Impairment	-63	0	48	0	0	-14
Accumulated amortization and impairment 31.12.2024	-159	-27,164	-74,624	-5,308	0	-107,256
Carrying amount 1.1.2024	2,789	42,883	37,464	1,799	13,424	98,358
Carrying amount 31.12.2024	2,807	48,257	24,121	1,686	10,158	87,028

5. Intangible assets

1,000 EUR	Development costs	Customer relationships	Brand	Technology	Other intangible assets and advance payments	Goodwill	Total
Cost 1.1.2025	952	31,438	14,624	5,884	7,449	44,871	105,218
Translation differences	6	0	0	0	17	-7	16
Additions	0	0	0	0	995	0	995
Disposals	0	0	0	0	-23	0	-23
Reclassifications	726	0	0	0	-743	0	-17
Reclassification to asset held for sale	0	0	0	0	-153	0	-153
Cost 31.12.2025	1,684	31,438	14,624	5,884	7,542	44,865	106,036
Cumulative amortization and impairment 1.1.2025	-393	-4,463	-3,895	-784	-3,768	-23,895	-37,199
Translation differences	-3	0	0	0	-6	0	-9
Cumulative depreciation on disposals	0	0	0	0	43	0	43
Reclassification to non-current HFS assets	0	0	0	0	120	0	120
Amortization	-368	-2,156	-2,034	-588	-815	0	-5,962
Cumulative amortization and impairment 31.12.2025	-765	-6,618	-5,929	-1,373	-4,427	-23,895	-43,007
Carrying amount 1.1.2025	559	26,976	10,729	5,099	3,681	20,976	68,019
Carrying amount 31.12.2025	920	24,820	8,695	4,511	3,115	20,970	63,030

1000 EUR	Development costs	Customer relationships	Brand	Technology	Other intangible assets and advance payments	Goodwill	Total
Cost 1.1.2024	864	31,439	14,624	5,884	3,620	20,976	77,408
Translation differences	5				4		9
Additions					1,523		1,523
Business disposals					-602		-602
Disposals					-22		-22
Reclassifications	82				3,000	23,895	26,977
Reclassification to asset held for sale					-75		-75
Cost 31.12.2024	952	31,439	14,624	5,884	7,448	44,871	105,218
Cumulative amortization and impairment 1.1.2024	-171	-2,307	-1,861	-196	-808		-5,343
Translation differences	-2						-2
Cumulative depreciation on business disposals					524		524
Cumulative depreciation on disposals	-82				-2,978	-23,895	-26,955
Amortization	-138	-2,156	-2,034	-588	-506		-5,422
Cumulative amortization and impairment 31.12.2024	-393	-4,463	-3,895	-784	-3,768	-23,895	-37,198
Carrying amount 1.1.2024	693	29,132	12,763	5,688	2,812	20,976	72,065
Carrying amount 31.12.2024	559	26,976	10,729	5,100	3,680	20,976	68,020

6. Leases

EUR 1,000	Buildings and structures	Machinery and equipment	Total
Cost 1.1.2025	40,943	26,171	67,114
Translation differences	357	214	571
Additions	2,530	4,513	7,043
Disposals	-177	-50	-228
Reclassifications	0	8,458	8,458
Reclassification to non-current HFS assets	-9	-99	-107
Cost 31.12.2025	43,644	39,207	82,851
Accumulated amortization and impairment 1.1.2025	-13,507	-6,456	-19,963
Translation differences	-105	-54	-158
Accumulated depreciation of deductions and transfers	0	-629	-629
Reclassification to non-current HFS assets	9	62	71
Amortization	-3,983	-3,659	-7,642
Accumulated amortization and impairment 31.12.2025	-17,585	-10,736	-28,321
Carrying amount 1.1.2025	27,437	19,715	47,152
Carrying amount 31.12.2025	26,059	28,471	54,530

EUR 1,000	Buildings and structures	Machinery and equipment	Total
Cost 1.1.2024	13,566	2,854	16,420
Translation differences	115	92	207
Additions	20,656	10,429	31,084
Business disposals		-511	-511
Disposals	-683	-446	-1,129
Reclassifications	7,290	13,753	21,043
Cost 31.12.2024	40,943	26,171	67,114
Accumulated amortization and impairment 1.1.2024	-3,063	-989	-4,053
Translation differences	-44	-10	-54
Business disposals		265	265
Accumulated depreciation of deductions and transfers	-7,290	-3,791	-11,080
Amortization	-3,109	-1,931	-5,040
Accumulated amortization and impairment 31.12.2024	-13,507	-6,456	-19,963
Carrying amount 1.1.2024	10,502	1,865	12,367
Carrying amount 31.12.2024	27,437	19,715	47,152

7. Equity and earnings by share

Fortaco Group has issued a total of 1,000 ordinary shares. The company has a registered share capital of EUR 80,000 which is fully paid. The sole shareholder of the company is OEP 81 B.V.

During the reporting period, Fortaco did not have instruments with a diluting impact on earnings per share.

Oman pääoman muutokset		
1,000 EUR	31.12.2025	31.12.2024
Share capital	80	80
Invested unrestricted equity reserve	125,178	105,178
Reserves	-52	0
Translation differences	3,127	2,741
Accumulated earnings	-75,347	-26,932
Profit (loss) for period	-27,423	-48,536
Attributable to owners of the company	25,562	32,531
Total equity	25,562	32,531

Earnings per share, basic and diluted		
1,000 EUR	1.1.-31.12.2025	1.1.-31.12.2024
Profit/loss attributable to shareholders of the company	-27,423	-48,536
Number of shares issued	1,000	1,000
Earnings per share, basic, EUR	-27.42	-48.54

8. Financial asset and liabilities

1,000 EUR	Level	31.12.2025 Carrying amount	31.12.2024 Carrying amount
Financial assets measured at amortized cost			
Loan receivables	2	3,645	4,049
Loans to related parties	2	6,464	
Trade receivables	-	14,774	11,127
Security deposits	-	508	497
Cash and cash equivalents	-	29,617	32,034
Other receivables	2	551	147
Financial assets measured at amortized cost total		55,559	47,853
Fair value through other comprehensive income			
Derivatives	2	7	
Other investments	2	2	3
Fair value through other comprehensive income total		8	3
Financial liabilities measured at amortized cost			
Senior bond	1	130,123	122,743
Floating rate borrowings	2	1,700	7,200
Fixed rate borrowings	2	1,593	2,339
Loans from related parties	2	7,090	6,441
Lease liabilities	-	45,005	44,756
Trade payables	-	43,711	38,917
Other interest bearing liabilities	2	1,457	1,993
Financial liabilities measured at amortized cost total		230,679	224,389
Fair value through profit and loss			
Contingent considerations	3	4,100	3,491
Derivatives	2	66	
Fair value through profit and loss total		4,166	3,491

On 31 December 2025, the Group's financial assets included EUR 3.6 million of loan receivables from the Group's former subsidiary Steel Construction Partners (formerly Fortaco Zrt) divested during the financial year 2024 and EUR 0.6 million of other receivables related to machinery investments done on behalf of Steel Construction Partners Zrt. The loans will mature on 1 July 2031. The receivables related to the machinery investments will mature in 10 years from the issuance of invoices for the receivables. These receivables are presented at net present value in accordance with IFRS standards.

On 31 December 2025, the total fair value of the senior bond was EUR 118.2 million (31 December 2024: EUR 123.0 million), including the subsequent bond issue of EUR 25.0 million placed in March 2024. On 31 December 2025, the fair value of the subsequent issue of March 2024 was EUR 22.0 million. The fair value of the senior bond is estimated based on the market price on the valuation date. The bond is traded on Nasdaq Helsinki and on the Open Market (Freiverkehr) of the Frankfurt Stock Exchange. Further information on the bond is available on Fortaco's investor website, on Nasdaq Helsinki and on the Open Markets marketplace of the Frankfurt Stock Exchange.

During the first half of the financial year 2025, amendments to the terms and conditions of the senior bond financing agreement were made through a written procedure. The written procedure regarded certain amendments to the terms and conditions of the company's bonds, including an extension of the tenor by two years, amending the interest rate during 2025 and 2026, introducing the option to make voluntary partial redemptions of up to EUR 20 million at a price of 101 per cent, together with certain other amendments. As part of the process, One Equity Partners invested additional EUR 20 million in equity into the Group in May 2025. The written procedure was successfully completed in April-May 2025.

Loans from related parties included a EUR 7.1 million subordinated shareholder loan from the owner of Fortaco Group, including capitalised interest. The loan is subordinate to the company's bond financing.

The Group's financing agreements are subject to certain financial covenants and other restrictions. These include, for example, restrictions on the use of other financial instruments outside the scope of the senior bond issued by the Group, and certain financial covenants relating to local financing agreements of the Group's subsidiaries. These are specified further below. In addition, the senior bond contains restrictions on additional financial indebtedness in the event of acquisitions and any additional issuances of the bond. Furthermore, the terms of the Group's senior bond restrict the distribution of dividends by the Group. In addition, the Group is obliged to publish financial information in accordance with the rules of Nasdaq Helsinki.

Floating rate borrowings include EUR 1.7 million of secured bank loans related to the Group's subsidiaries in Estonia. The total amount of EUR 1.7 million consists of two loans: Linda Properties OÜ EUR 1.6 million and Fortaco Estonia OÜ EUR 0.2 million. These loans are subject to the following covenants:

Linda Properties OÜ EUR secured bank loan 1.6 million

- Debt service coverage of at least 1.05x, calculated as the ratio of rolling 12-months EBITDA to rolling 12-months debt service. The debt service coverage ratio on 31 December 2025 was 1.40x (31 December 2024: 1.24x).
- Total cash balance of at least 3-months debt service. The ratio of total cash balance and one month debt service on 31 December 2025 was 11.5x (31 December 2024: 7.7x).
- Additionally, the margin of the loan is subject to changes depending on the total Group net debt to EBITDA ratio. If the ratio is >4.5x the margin is 3.9 per cent, if the ratio is >3.0x but ≤4.5x the margin is 3.5 per cent, if the ratio is >2.5x but ≤3.0x the margin is 3.2 per cent and if the ratio is <2.5x the margin is 2.9 per cent. On 31 December 2025, the ratio was >4.5x (31 December 2024: >4.5x).

These covenants are tested quarterly on 31 March, 30 June, 30 September and 31 December. The Group met the covenants during the financial year 2025. The Group has no indication that it would have difficulties complying with these covenants during the financial year 2026.

Fortaco Estonia OÜ EUR secured bank loan 0.2 million

- Debt service coverage of at least 1.40x, calculated as the ratio of rolling 12-months EBITDA to rolling 12-months debt service. The debt service coverage ratio on 31 December 2025 was 1.64x (31 December 2024: 1.85x).
- Net debt to EBITDA of less than 3.5x. On 31 December 2025, the ratio was 1.20x (31 December 2024: 0.76x).
- Debt service coverage ratio including intra-Group items of at least 1.20x. On 31 December 2025, the ratio was 1.64x (31 December 2024: 1.85x).

These covenants are tested quarterly on 31 March, 30 June, 30 September and 31 December. On 23 May 2025, 17 June 2025 and 30 September 2025, the Group received waivers from the creditor for the envisaged breaches of both debt service coverage ratios in the first, second and third quarter of 2025, resulting from Fortaco Estonia's EBITDA performance in the last quarter of 2024. According to the waivers, the lender waived these breaches, and the breaches did not constitute an event of default. The sole impact of the breach would have been a temporary increase of the margin to 4.5% p.a. (current margin 3.0% p.a.). On 31 December the Group was in full compliance with the covenants and it has no indications that it would have difficulties complying with these covenants during the financial year 2026.

During the financial year 2025, the Group refinanced the super senior revolving credit facility agreement, which has total available facility of EUR 7.5 million. On 31 December 2025, the limit was not utilised. In the refinancing, the maturity date for the facility was extended to June 2027. The covenants are presented below:

Super senior credit facility agreement EUR 7.5 million

Provided that there are any outstanding loans:

- Equity ratio of at least 18 per cent, calculated ratio as total equity (including any Shareholder Debt) to the total assets of the Group, including several adjustments.
- Leverage ratio lower than 4.25x, the as the ratio of net interest-bearing debt to EBITDA, including several adjustments.
- In addition, the Group is subject to similar restrictions within the super senior credit facility agreement on financial indebtedness as within the senior bond agreement.

These covenants are tested on 30 June and 31 December, provided that there are drawn facilities outstanding. As the facility was not utilized on 31 December 2025, the covenants were not tested. As part of the refinancing of the facility, the Group received a waiver from the creditor. According to the waiver, the creditor waives all rights that would arise from potential covenant breaches during the financial year 2025. The waiver was valid until 31 December 2025.

During the financial year 2023, the Group entered into new financing agreements related to expansion investments in Estonia and Poland. These included a new factory lease agreement in Estonia, which has a purchase option, and 15-year factory lease agreement in Gliwice, Poland. In addition to the factory lease agreement, the Group entered into a EUR 14.1 million financing facility agreement related to Gliwice machinery purchases. The Gliwice facility was handed over to the Group in the second half of 2024. The Gliwice facility lease agreement is treated in accordance with the IFRS 16 standard. Annual lease payments amount to EUR 2.7 million, and the lease liability on 31 December 2025 was EUR 16.8 million (31 December 2024: EUR 15.6 million).

On 31 December 2025, lease liabilities included EUR 9.6 million (31 December 2024: EUR 8.6 million) of financing facilities related to the machinery purchases for the Gliwice factory. The loans are subject to the following covenants:

Fortaco Polska Sp z.o.o machinery funding EUR 9.6 million

- Debt service coverage of at least 1.20x, calculated as the ratio of 12-months EBITDA to 12-months debt service of machinery leases recognized on the balance sheet. The first testing was done on 31 December 2025 and the ratio was -2.40x.
- Ratio of financial liabilities to EBITDA of less than 3.0x. The first testing was done on 31 December 2025 and the covenant was breached due to negative the EBITDA result of the company.
- Equity ratio of at least 10 per cent after the financial year 2025 and 25 per cent in the following financial years. The ratio on 31 December 2025 was 20.7 per cent.

The Group estimates that it will potentially have difficulties complying with these covenants during the financial year 2026, due to some delays in the ramp-up of production operations. The sole impact of a possible breach in the covenants is a temporary 0.5 p.p. increase in the margin of loans until the breach has been resolved. The Group estimates that this will be a temporary breach of the covenant requirements.

Contingent considerations are treated in accordance with the IFRS 9 standard and classified as financial liabilities. They are recognised in fair value through profit and loss. The change in fair value is recognised through profit and loss. The value of contingent consideration in dependant on the company's business development between 2023 and 2025.

Derivatives include unrealised gains and losses from foreign exchange rate hedge contracts used for hedging against the EUR-PLN rate.

Fair value hierarchy

Fortaco Group uses valuation methods which are appropriate for the circumstances and for which there is enough information available to designate fair value, so that significant observable data about inputs is maximised and other inputs minimised.

All financial assets and liabilities measured at fair value, or for which the fair value is presented in the notes, will be designated to fair value hierarchy levels specified below based on the inputs from the lowest level, which are relevant for the whole valuation situations:

Level 1

Inputs for identical assets and liabilities are quoted prices (without adjustments) in active markets. Quoted prices are directly available from identical publicly listed markets, instrument brokers, or financial supervisory authority.

Level 2

Concerning fair valuation methods, where inputs are observable for the asset or liability, either directly or indirectly: inputs are easily observable from publicly listed markets, instrument brokers, or financial supervisory authority. Level 2 instruments are recognised at carrying amount on 31 December.

Level 3

Concerning fair valuation methods where the most significant valuation inputs are unobservable: when the fair valuation of a financial instrument cannot be determined for identical assets or liabilities from observable inputs in active markets, the fair value is designated by valuation methods (for example using a valuation based on cash flow discounting method). Assumptions are reflected in the inputs, such as liquidity risk, credit risk, and volatility. Changes to these assumptions may have an effect on the fair valuation of the financial instrument.

For recurring assets and liabilities Fortaco specifies the changes between hierarchy levels by reevaluating the categorisation (based on the lowest level input data significant for entire valuation purposes) at the end of each reporting period.

Maturity of financial liabilities 31.12.2025								
1,000 EUR	On demand	Less than 3 months	3 to 12 months	1 to 3 years	4 to 5 years	Over 5 years	Total contractual cash flows	Book value
Senior bond					134,282		134,282	130,123
Loans from related parties				7,090			7,090	7,090
Other loans		503	1,501	2,606	140		4,750	4,750
Lease liabilities		3,140	10,619	21,101	9,281	23,457	67,598	45,006
Interest liabilities		3,378	10,315	29,772	10,539		54,004	2,727
Trade payables	1,462	42,237	11				43,711	43,711
Derivatives		2,748	10,424				13,172	66
Other liabilities			249	2,065			2,314	2,314
Total	1,462	52,007	33,119	62,635	154,241	23,457	326,920	235,787

Maturity of financial liabilities 31.12.2024								
1,000 EUR	On demand	Less than 3 months	3 to 12 months	1 to 3 years	4 to 5 years	Over 5 years	Total contractual	Book value
Senior bond				127,500			127,500	122,743
Loans from related parties				6,441			6,441	6,441
Other loans		530	6,351	4,349	302		11,531	11,531
Lease liabilities		2,355	11,110	26,658	8,781	21,083	69,987	44,756
Interest liabilities		3,371	9,540	22,183	32	1	35,126	2,735
Trade payables	491	38,174	252				38,917	38,917
Other liabilities			248	1,881			2,128	2,128
Total	491	44,430	27,501	189,012	9,114	21,084	291,631	229,252

9. Contingent liabilities and liability commitments

Operating lease commitments, Fortaco Group as lessor		
1,000 EUR	31.12.2025	31.12.2024
Within one year	0	50
After one year but no more than five years	0	0
Total	0	50

1,000 EUR	31.12.2025	31.12.2024
Other receivables given as collateral deposit	508	497

Interest-bearing loans and given collaterals	31.12.2025	31.12.2024
Senior bond	134,282	127,500
Interest bearing loans and borrowings	1,700	7,200
	135,982	134,700
Business and real estate mortgages	490,174	477,260
Pledged IC loan receivables	148,357	138,357
Pledged shareholder loans	7,090	6,441
Total	645,621	622,058

Other financial commitments and guarantees		
1000 EUR	31.12.2025	31.12.2024
Guarantees given to the Group companies	5,913	6,740
Guarantees	52,607	62,448
Collaterals	51,524	52,492
Total	110,044	121,680

10. Business disposals

Fortaco completed the sale of its Serbian subsidiary, Fortaco d.o.o., on 11 June 2025. The transaction followed the announcement published in May 2025 regarding the signing of the sales agreement, as well as the announcement published in February 2024 stating that Fortaco had initiated a strategic review focusing on the Group's business structure and geographical presence.

Fortaco d.o.o. was classified in the balance sheet as assets and liabilities held for sale as of May 31, 2025, in accordance with IFRS 5. In the fair value determination performed within the Group, the impairment of the company's non-current assets amounted to a total of EUR 0.7 million. The debt-free and cash-free purchase price for the shares, based on the company's enterprise value, was EUR 3.5 million. In connection with the transaction, the company's intra-Group liabilities were settled with the Group. The final loss on disposal recognized from the transaction amounted to EUR 85 thousand.

The table below presents a summary of the assets and liabilities derecognised from Fortaco's balance sheet in connection with the sale.

Assets held for sale

As of the balance sheet date, 31 December 2025, the Group had no non-current assets or disposal groups classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, nor any liabilities directly associated with them.

In the comparative period 2024, the assets classified as held for sale related to a property owned by Fortaco Oy, the sale of which was completed during the 2025 financial year.

Fortaco d.o.o., loss on sale calculation	
1 000 EUR	
Intangible assets	33
Tangible assets	2 917
Long-term receivables	68
Short-term receivables	2 516
Cash and cash equivalents	1 816
Long-term liabilities	-2 658
Short-term liabilities	-4 010
Net assets	682
Purchase price, cash received	600
Total consideration	600
Translation differences	3
Result	-85
Sales price, received in cash	600
Cash and cash equivalents sold	-1 816
Cash flow impact	-1 216

Assets held for sale and related liabilities on 31 December 2024	
1 000 EUR	Carrying amount
ASSETS	
Non-current assets	
Intangible assets	75
Tangible assets	925
Total non-current assets	1 000
Assets held for sale	1 000
LIABILITIES	
Liabilities held for sale	0

11. Significant events after the reporting period

As announced on December 23, 2025, Markus Sjöholm became Chairman of the Supervisory Board as of January 1, 2026. Panu Routila, former Chairman, stepped down from Supervisory Board on the same date. Beginning January 1, 2026, Fortaco's Supervisory Board consisted of Markus Sjöholm (Chairman of the Supervisory Board), Lars Hellberg, Marc Lindhorst and Sebastian Schatton.

On 29 January 2026, it was announced that Senior Executive Vice President & CFO Kimmo Raunio would leave the company. His last date of employment is expected to be 30 April 2026. The recruitment process for the new CFO has been initiated.

In January 2026, the Group received a letter and a EUR 2 million claim invoice from its former factoring partner. The Group terminated the sale of receivables agreement in 2025 due to the partner's numerous and continuous breaches of contract. Fortaco has disputed the invoice received, and the discussions with the partner are ongoing. Since all claims have been contested, the Group has not made any provisions related to the matter.

On 24 February 2026, Fortaco revised its financial guidance for 2026 and withdrew the long-term financial outlook for 2027 that it had published on 2 April 2025.

12. Structure of the Group

Fortaco d.o.o. was divested on 11 June 2025, and hence Fortaco d.o.o. is not part of Fortaco Group as of 31 December 2025.

During the financial year, Fortaco Oy was merged into Fortaco Ostrobothnia Oy and at the same time, the name of Fortaco Ostrobothnia Oy was changed to Fortaco Finland Oy. The merger was completed on 31 December 2025.

Formulas of alternative performance measures

EBITDA	Operating profit + depreciation + amortization + impairments
EBITA	Operating profit + amortization + impairments
Recurring EBITDA	Operating profit + depreciation + amortization + impairments +/- non-recurring items
Recurring EBITA	Operating profit + amortization + impairments +/- non-recurring items
Non-recurring items	Certain costs or income not related to the ordinary course of business, including restructuring costs, strategic development projects and transaction costs
Return of Capital Employed % (ROCE)	Recurring EBITA (annualized) / (total assets – current liabilities)
Equity ratio	(Equity + subordinated shareholder loans) / total assets
Net debt	Current and non-current interest-bearing liabilities + M&A liabilities - total liquidity
Net gearing	Net gearing = net debt / (total equity + subordinated shareholder loans)

Reconciliation of Alternative Performance Measures

MEUR	10-12/25	10-12/24	1-12/25	1-12/24
EBIT	1.7	-6.0	-7.5	-24.2
Amortization and impairments of intangible assets	1.7	1.8	6.7	16.8
EBITA	3.4	-4.3	-0.8	-7.4
Amortization and impairments of tangible assets	4.3	4.0	16.6	14.9
EBITDA	7.7	-0.3	15.8	7.6
Non-recurring items				
Transaction costs	0.2	0.7	1.0	2.9
Other non-recurring items	0.3	3.5	1.7	8.1
Non-recurring items, total	0.6	4.2	2.7	11.1
Recurring EBITDA	8.3	3.9	18.5	18.6
Recurring EBITA	4.0	-0.1	1.9	3.7