**Fortaco Group Holdco Plc | Inside information | 31 July 2026 at 11:00 am EEST**

## Inside information: Fortaco initiates written procedure with respect to its senior secured bonds

Fortaco Group Holdco Oyj (the "**Issuer**" or "**Fortaco**" and together with its subsidiaries from time to time, the "**Group**") has instructed the agent for the Issuer's senior secured bonds with ISIN NO0012547274 (the "**Bonds**") to initiate a written procedure to request that holders of the Bonds vote in favour of certain amendments and waivers to the terms and conditions of the Bonds (the "**Terms and Conditions**"), including among other things the release of certain transaction security and guarantees as well as introducing partial redemption provisions (the "**Written Procedure**").

As announced by the Issuer on 15 July 2026, Fortaco Finland Oy has signed an agreement to sell the Group's steel fabrication and assembly operations in Finland, Estonia and Poland. The transaction is structured to cover (i) the disposal of all shares and ownership interests owned by the Group in Fortaco Sp z o.o., Fortaco JL Sp z o.o., Fortaco Estonia OÜ and Linda Properties OÜ (the "**Steel Fabrication Disposal**"), and (ii) the disposal of the assets and business comprising the assembly services business operated by Fortaco Finland Oy at its sites in Kurikka and Sastamala, Finland (the "**Assembly Disposal**", and together with the Steel Fabrication Disposal the "**Steel Fabrication and Assembly Disposal**"). In order for the Group to be able to complete the Steel Fabrication and Assembly Disposal, certain amendments to the finance documents in relation to the Bonds are required, as well as certain consents to various restrictions under the finance documents and release of transaction security and guarantees. The Issuer will use part of the initial purchase price for a mandatory partial redemption of the Bonds in connection with closing. Additionally, certain earn-out payments may be made to the Group pursuant to the share and business purchase agreement. If and to the extent any such earn-out payments become payable, part of such earn-out payments received will be applied towards mandatory partial redemptions of the Bonds. The further terms of and details for these partial redemptions are specified in the notice to the Written Procedure and in the proposed amendments to the Terms and Conditions.

Therefore, the Issuer kindly requests that holders of Bonds vote in favour of *inter alia* (i) introducing a mandatory partial redemption of the Bonds in an amount of no less than EUR 110 million at a price of par plus a premium of 1.00 per cent. on the amount so redeemed (subject to and conditional upon completion of the Steel Fabrication and Assembly Disposal), (ii) introducing mandatory partial redemptions of the Bonds at a price of par in an amount corresponding to no less than 75 per cent of the net cash proceeds from any earn-out payments received in connection with the Steel Fabrication and Assembly Disposal plus a premium of 1.00 per cent. on the amount so redeemed, (iii) introducing a clean-up call option entitling the Issuer to redeem all outstanding Bonds at a price of 100 per cent. if the aggregate outstanding nominal amount of Bonds is less than EUR 20 million, (iv) permitting the Steel Fabrication and Assembly Disposal and the effects thereof (including, but not limited to, amending and waiving relevant restrictions and representations) under the finance documents, such that the Steel Fabrication and Assembly Disposal shall not constitute a breach of any undertaking or representation or constitute an event of default under any finance document, (v) authorising the agent and the security agent to release any transaction security and guarantees needed for the purpose of the Steel Fabrication and Assembly Disposal, (vi) permitting the Group to net or set off any liabilities under any shareholder debt towards any claims under any settlement receivable on a euro-for-euro and non-cash basis and in a maximum amount not exceeding EUR 10 million, and (vii) the entities constituting material group companies immediately prior to closing shall continue to do so with no new testing or nomination of material group companies until the Group's EBITDA according to the audited financial statements are no less than EUR 5 million, in each case on the principal terms and as further described in the notice of the Written Procedure and the proposed amendments to the Terms and Conditions.

The largest holders of Bonds, in aggregate representing approximately 60 per cent of the outstanding nominal amount of Bonds, have indicated their support for the proposed amendments pursuant to the Written Procedure.

The notice to the Written Procedure will be delivered to all bondholders through the CSD and is also available on the Issuer's investor website (https://investors.fortacogroup.com/bond/). To be eligible to vote in the Written Procedure, a person must be registered as a Bondholder on 10 August 2026. The last day for voting in the Written Procedure is 17 August 2026.

Pareto Securities is acting as financial advisor to the Issuer in connection with the Written Procedure.

Further details and additional information are available in a company presentation published on the Issuer's investor website (https://investors.fortacogroup.com/reports/) and appended to the notice to the Written Procedure.

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