

Press Release | Borås, 4 May 2026

Nilörngruppen publishes Board statement in connection with public takeover offer from Trimco Group

On 4 May 2026, Trimco Group (UK) Limited, an indirect wholly-owned subsidiary (the “Offeror”) of Trimco Group Holdings Limited, announced a public cash offer to the shareholders of Nilörngruppen AB (publ) (“Nilörngruppen” or the “Company”) to tender all their shares in the Company to the Offeror at a price of SEK 77 in cash¹ per share (the “Offer”).

The Board of Directors of Nilörngruppen has today published its statement pursuant to Rule II.19 of the Takeover Rules for Nasdaq Stockholm and Nordic Growth Market NGM issued by the Swedish Corporate Governance Board (the “Takeover Rules”).

Board recommendation

The Board of Directors² unanimously recommends that the shareholders of Nilörngruppen accept the Offer.

The full statement of the Board, including the reasons for the recommendation, is set out in its entirety in Appendix 1 to this press release.

Fairness opinion

The Board has obtained a fairness opinion from Stockholm Corporate Finance AB.

According to the fairness opinion, the Offer of SEK 77 per share, corresponding to an equity value of approximately SEK 878 million, is considered fair from a financial perspective for the shareholders of Nilörngruppen, based on the assumptions and considerations set out therein.

The fairness opinion is included in its entirety in Appendix 2 to this press release.

Conditions of the Offer

The acceptance period for the Offer is expected to commence around 19 June 2026 and end around 10 July 2026, subject to any extensions.

The completion of the Offer is conditional on customary conditions, e.g. that the Offeror becomes the owner of more than 90 per cent of the total number of shares in the

¹ If the Company, prior to the settlement of consideration in the Offer, declares a dividend or carries out any other value transfer to the shareholders, the consideration in the Offer will be reduced accordingly. For the avoidance of doubt, such reduction will apply to the proposed dividend payment of SEK 1.5 per share to be resolved by the annual general meeting of the Company convened to be held on 11 May 2026.

² Chairman of the Board of Nilörngruppen, who is also a Board member and CEO of AB Traction, Petter Stillström, have not participated in the Board’s evaluation of or discussions regarding the Offer due to conflict of interest.

Company and that all necessary regulatory approvals in respect of the Offer and the completion of the acquisition of the Company have been obtained on terms which, in the Offeror's opinion, are acceptable. The Offeror has reserved the right to waive, in whole or in part, these and other conditions for the Offer.

Undertakings from shareholders

The Company's largest shareholder, AB Traction (publ), holding approximately 26.3 per cent of the shares and 58.1 per cent of the votes in Nilörngruppen has irrevocably undertaken to accept the Offer, irrespective of whether or not a higher competing offer is announced. In addition, Protector Forsikring ASA, Kavaljer Fonder and Krister Magnusson, the CEO of Nilörngruppen, together holding approximately 8 per cent of the shares and 4.6 per cent of the votes in the Company, have, subject to certain conditions, irrevocably undertaken to accept the Offer.

Further information

For further information regarding the Offer, reference is made to the Offeror's press release published on 4 May 2026 and to the offer document that will be published prior to the commencement of the acceptance period. Information is also available on the offer website, www.offer-to-scale.com.

Advisers

Nilörngruppen has engaged KANTER Advokatbyrå KB as legal adviser in connection with the Offer.

Contact

Per Wagnås
Chairman of the Independent Bid Committee of the Board of Directors
per.wagnas@gmail.com
+46 (0)70-915 18 67

This information is information that Nilörngruppen AB is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above, on 4 May 2026 at 07:50 CEST.

General information about Nilörngruppen

Nilörngruppen is a global company, founded in the 1970s, with expertise in adding value to brands through branding and design in the form of labels, packaging and accessories, primarily for customers in the fashion and apparel industry. Nilörngruppen offers complete, creative and customised solutions within branding, design, product development and logistics services. The Group operates through its own companies in Sweden, Denmark, the United Kingdom, Germany, Belgium, Portugal, Hong Kong, India, Turkey, China, Bangladesh, Italy, Switzerland, Vietnam, the United States, Pakistan, Sri Lanka and the Netherlands.

For more information, please visit: www.nilorn.se