

ININ

Q1 2024 Company update

31 May 2024

Cautionary note

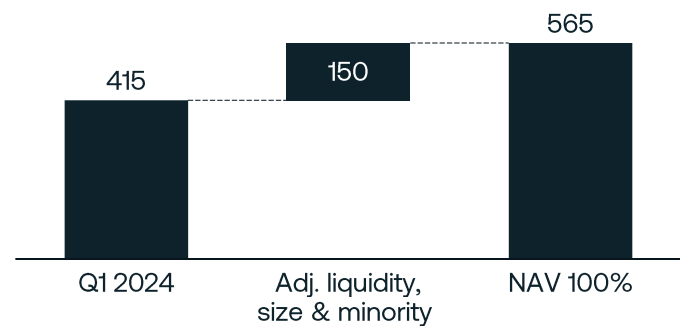
This presentation includes forward-looking information and statements that are subject to risks and uncertainties. Actual results may differ significantly from those communicated herein. Such forward-looking information pertain to, amongst other things; (a) forecasts, projections and estimates; (b) statements from management regarding future plans, developments and initiatives; (c) market development and projected future TAM for ININ's products and services; and (d) growth rates.

Such forward-looking information and statements are based on current expectations, projections and estimates. These expectations, estimates and projections are generally identifiable by statements containing words such as “expects”, “believes”, “estimates” or similar expressions. This information is subject to a number of uncertainties, and important factors that could cause actual results to differ materially from those expectations include, among others, project risk, the attractiveness of our products and services, market adaptation and the pace of such adaptation, competition, changes in governmental regulations, interest rates, fluctuations in currency exchange rates and such other factors as may be discussed from time to time. Although ININ believes that its expectations and the information in this presentation were based upon reasonable assumptions at the time when they were made, actual results may vary significantly. ININ undertakes no obligation to publicly update or revise any forward-looking information or statements in this presentation.

01

Highlights

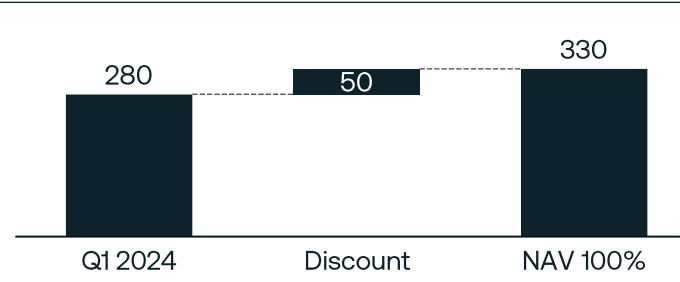
We estimate our platforms combined Net Asset Value to be NOK 745 million per 31.03.2024



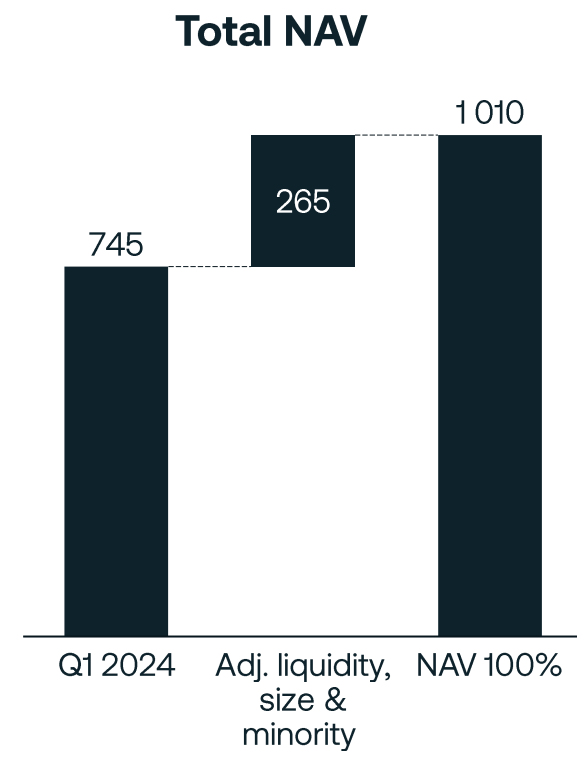
Applied peer multiple, deducted for estimated Net Debt, weighted ¾ LTM and ¼ NTM. Applied liquidity & size discount of 15%



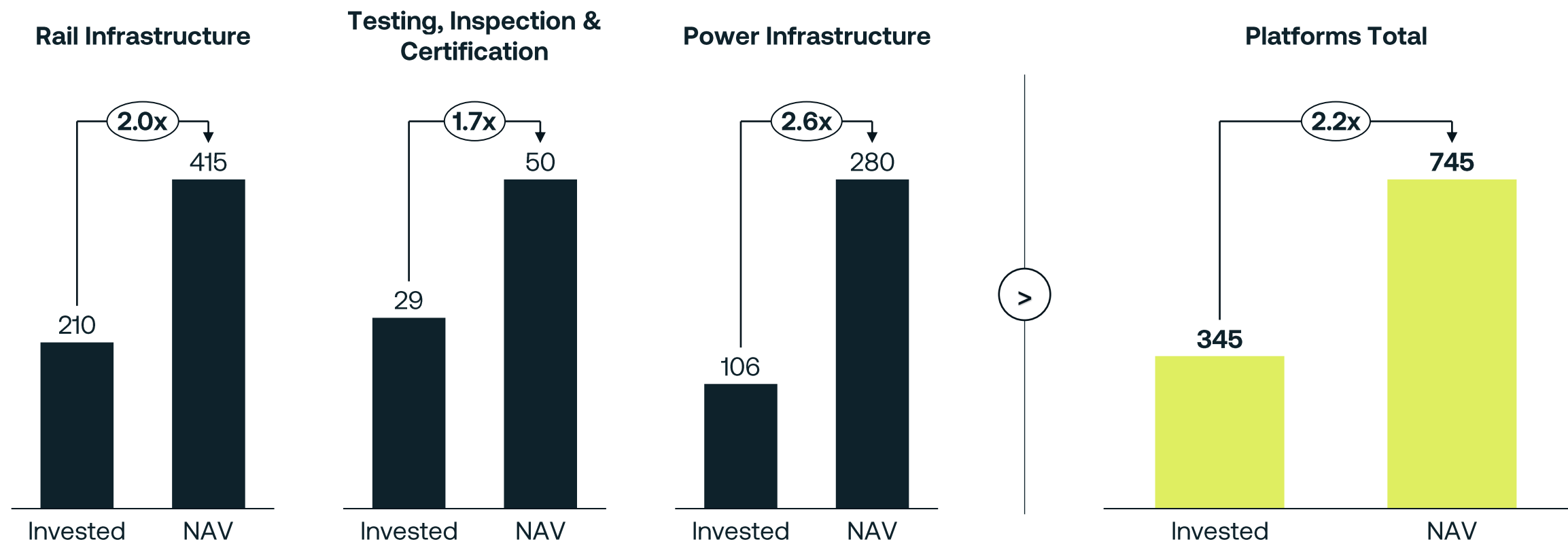
Applied peer multiple, deducted for estimated Net Debt, weighted ¾ on recent valuation discussion and ¼ NTM. Applied liquidity & size discount of 20%



Based on recent valuation discussion, applying a prudency discount of 15%



We currently estimate a money multiple of 2.2x on our investments



Q1 2024 - Highlights

Operations

Rail Infrastructure

- High activity despite harsh winter conditions
- Welcomed Banefjell, SLAM Jernbaneteknikk and Hadeland Elektro to the group

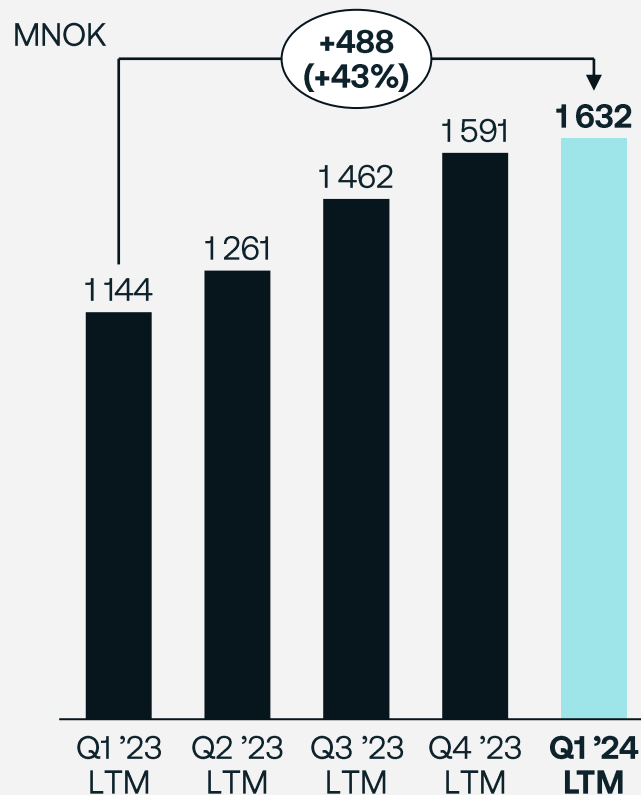
Power Infrastructure

- High activity, but impacted by slow Easter in Q1 as well as harsh winter conditions
- Focus on profitability and cash management
- Welcomed BeMa and Thuven into the group

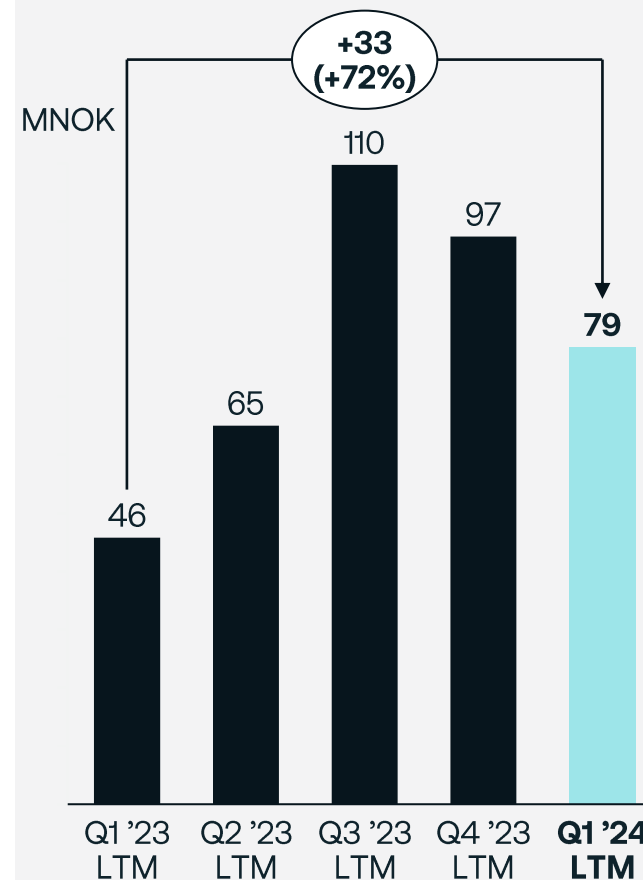
Testing, Inspection & Certification

- Continued recruitments in both Sweden and Norway
- Intense tender and market work

Revenue LTM*



IFRS EBITDA LTM



Q1 2024 – Highlights (cont.)

Business development

Completed acquisitions

- ✓ Remaining 35% of electrical contractor Hadeland Elektro AS
- ✓ Railway contractor and signalling experts SLAM Jernbaneteknikk AS
- ✓ Railway contractor Banefjell AS
- ✓ The acquisitions in ININ Group are financed with the existing bond, cash generated by the businesses and issuance of shares.

Divestments

- ✓ Sale of TW Gruppen AS to Tom Wilhelmsen Holding AS
- ✓ Sale of vendor note in Simplifai in return for Inin Group shares and share of potential profit for disposal of shares in Simplifai prior to 30 June 2027

New contracts and order book development

Major contracts signed:

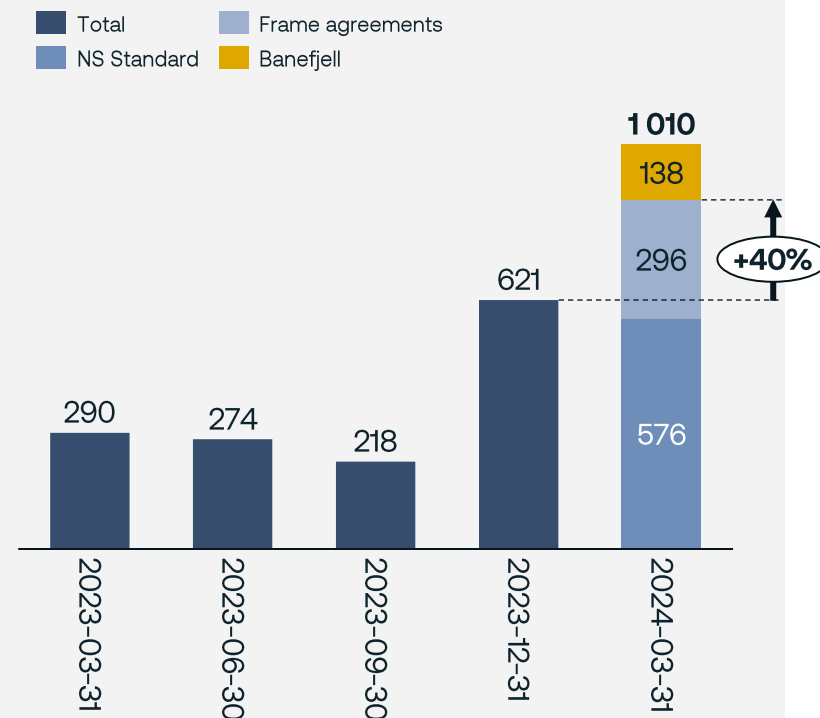
Power Distribution

- NOK 40 million contract for electrical installation at data center, for execution in 2024

Rail Infrastructure

- Winter season forest clearing along railway lines in central Norway: Total of NOK 33 million over a three-year period

Order book development¹



Several large contracts won in Q1 and subsequent to end of Q1

NOK 105 million

Rail Infrastructure | 5 April 2024

- NOK 105 million contract to conduct track rebuilding and track ballast works on sections of the main railroad that runs northbound from Oslo to Eidsvoll.
- Rail Production AS to collaborate with sister companies Team 1435 AS and recently acquired SLAM Jernbaneteknikk to deliver the project
- Utilization of ballast cleaning machines from cooperation partner Salcef Group
- Execution between June and October 2024

NOK 37 million

Rail Infrastructure | 19 April 2024

- NOK 37 million contract for maintenance work on the railway lines in Trøndelag county in Norway
- Replace approx. 19,000 railway sleepers, weld and neutralize 20 km of railway line, track adjustments, replace 3.5 km of track ballast, plus services related to signalling and catenary railway lines
- Team 1435 AS to manage project
- Execution between April and mid-October 2024

NOK 110 million

Rail Infrastructure | 19 April 2024

- Preparatory work for the future ERTMS signalling system on the railway between Hokksund and Kristiansand in Norway
- Rail Production AS to deliver project as part of JV with Gjermundshaug Anlegg AS. Rail Production's share of the total contract value is estimated to be approximately NOK 110 million
- Work commenced in May 2024 and is expected to be completed in the autumn of 2026

NOK 40 million

Power distribution | 9 January 2024

- Laje AS awarded a NOK 40 million contract for Norway's largest data centre
- The scope of work for Laje includes fibre cable installation (6,000 metres), setting up a 132kV outdoor facility, delivering a complete control system, and establishing two 22kV halls with control rooms.
- Project started immediately, lasting at least six months.

Voluntary share exchange offer from Qben Infra

Proposal values Inin Group shares at NOK 6.1 – 7.9 per share on a fully diluted basis

Proposed transaction

- **Offer:** All Inin Group AS shareholders are offered 0.2562606 new Qben Infra shares per Inin Group share.
- **Ownership:** Assuming full acceptance, Inin Group shareholders will own 48.7% of Qben Infra.
- **Approval:** The transaction requires a 2/3 majority vote at Inin Group's general meeting.
- **Pre-acceptance:** 41.5% of Inin Group shareholders have pre-accepted the offer, which is 47.3% on a fully diluted basis.
- **Listing:** Qben Infra aims to apply for listing on First North Premier in Stockholm.
- **De-listing:** Qben Infra plans to seek the de-listing of Inin Group from Euronext Growth.
- **Qben valuation:** Qben Infra's valuation ranges between SEK 860 – 1,120 million.
- **ININ valuation:** The offer values ININ's outstanding share capital at NOK 889 – 1,136 million on a fully diluted basis.
- **Per Share Value:** The value per ININ share is estimated at NOK 6.1 – 7.9.
- **Premium:** The offer represents a premium of 117% – 181% over the volume-weighted average price of ININ Group shares for the three months before April 8, 2024.

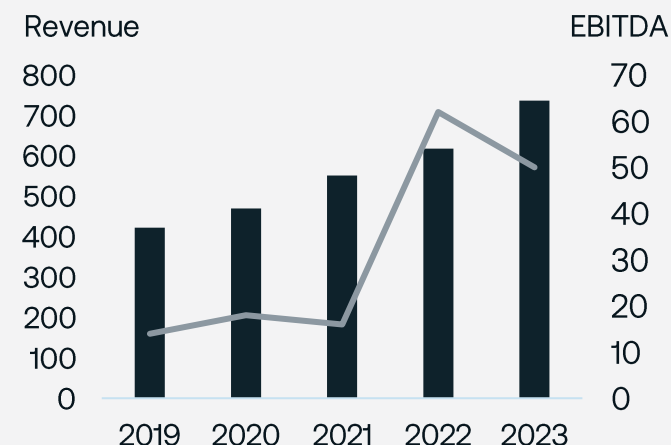
About Qben Infra

- Previously named Kvalitetsbygggruppen R AB
- 80 FTEs whereof approx. 80% project managers and 20% construction workers
- Backlog of SEK 5.7 billion

Following transaction:

- To become a Swedish listed infrastructure compounder
- 4 x scalable platforms:
 - Power Distribution
 - Construction & Real estate
 - Railway
 - Testing, Inspection & Certification

Qben Infra

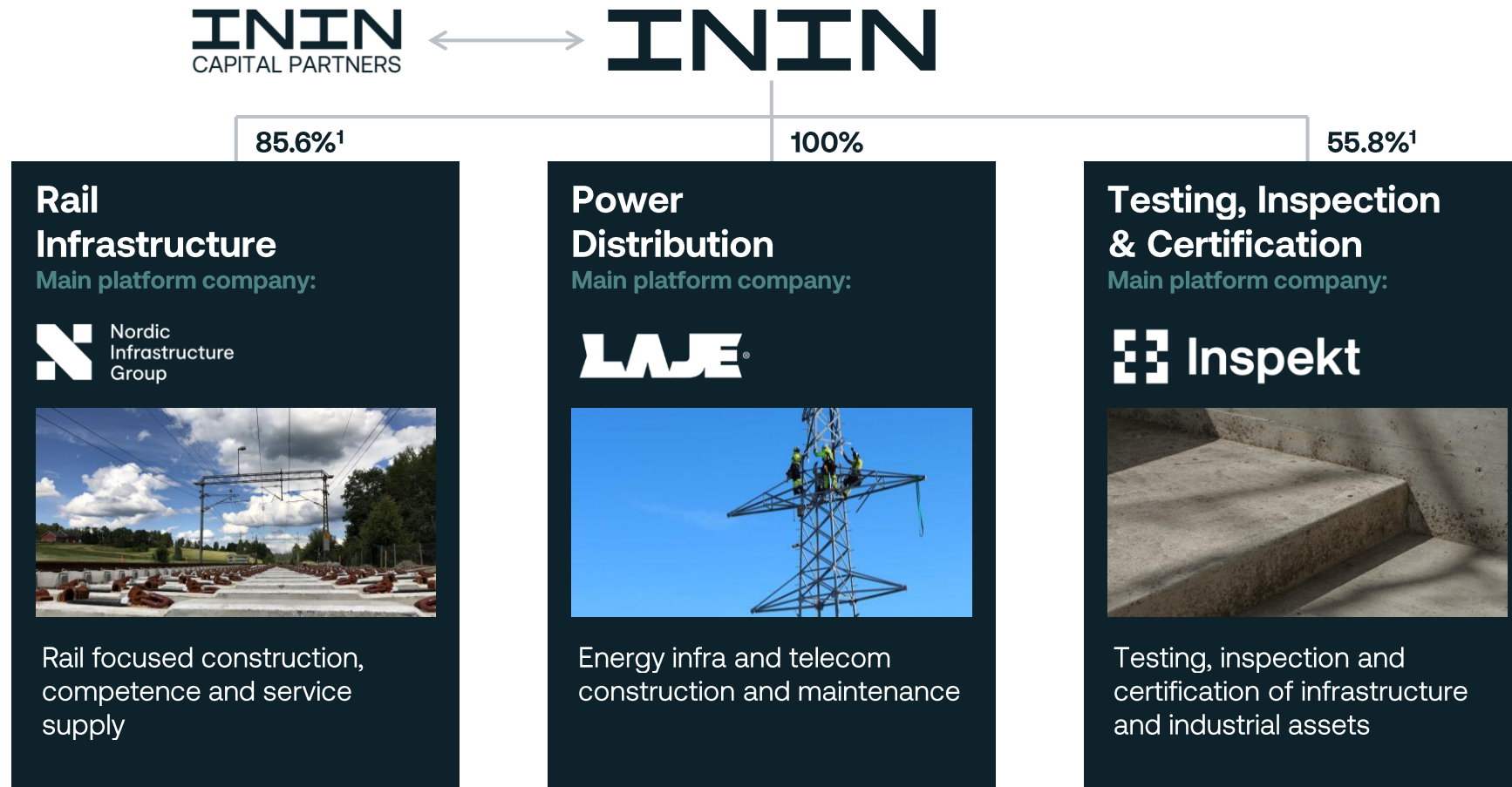


Profitability margins in 2023 not directly comparable to margins in the period 2019 to 2022 due to change in accounting principles related to construction work on real estate projects in associated companies.

03

Investment platform update

ININ has three main infrastructure platforms



Rail Infrastructure platform

Rail-focused construction, maintenance, competence and service supply



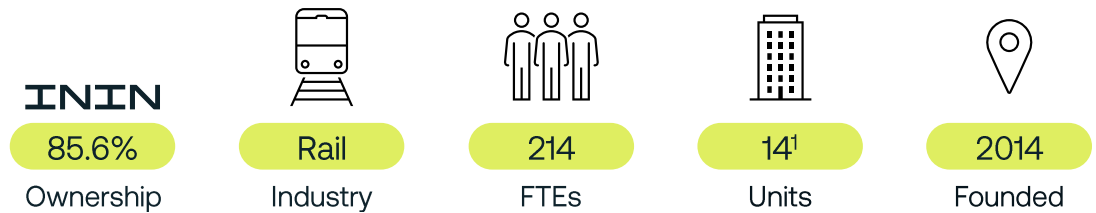
Quarterly highlights

- LTM revenue² up 58% from 487M NOK to 769M NOK
- LTM EBITDA² increase of 58% from 46M NOK to 71M NOK
- Orderbook 568M NOK
- Welcomed Banefjell, SLAM Jernbaneteknikk and Hadeland Elektro to the group

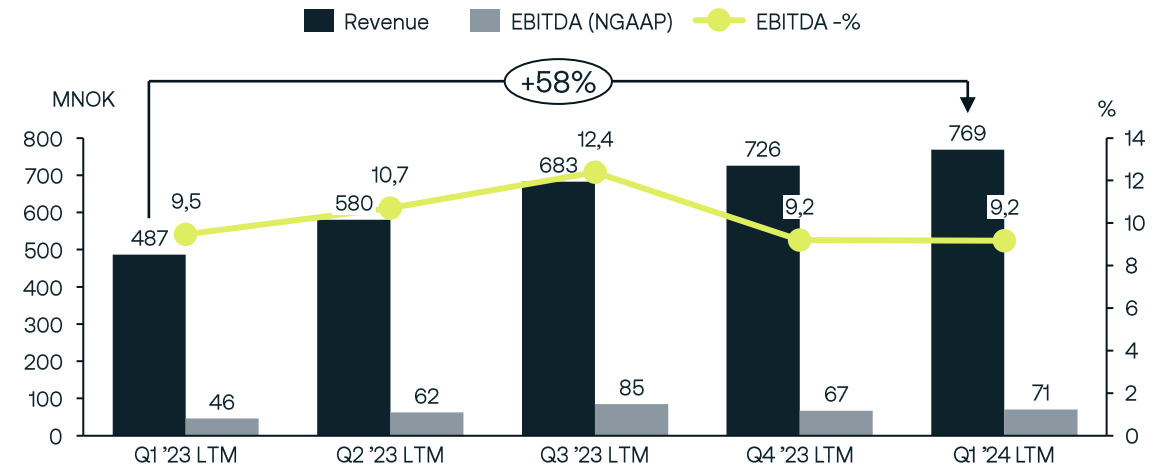
Presence and companies¹



Key facts and figures



Historical financial development of Nordic Infra. Group² → NOKm and %



Power Distribution platform

Services within energy infrastructure, telecom and electrification



Quarterly highlights

- LTM revenue¹ up 25% from 649M NOK to 812M NOK
- LTM EBITDA¹ increase of +59M NOK from M -56M NOK in Q1 '23 LTM to 3M NOK
- Orderbook 401M NOK
- Welcomed BeMa and Thuvén into the group
- NOK 40 million contract for electrical installation at data center, for execution in 2024

Presence and companies¹



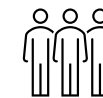
Key facts and figures

ININ

100%
Ownership



Power
Industry



289
FTEs

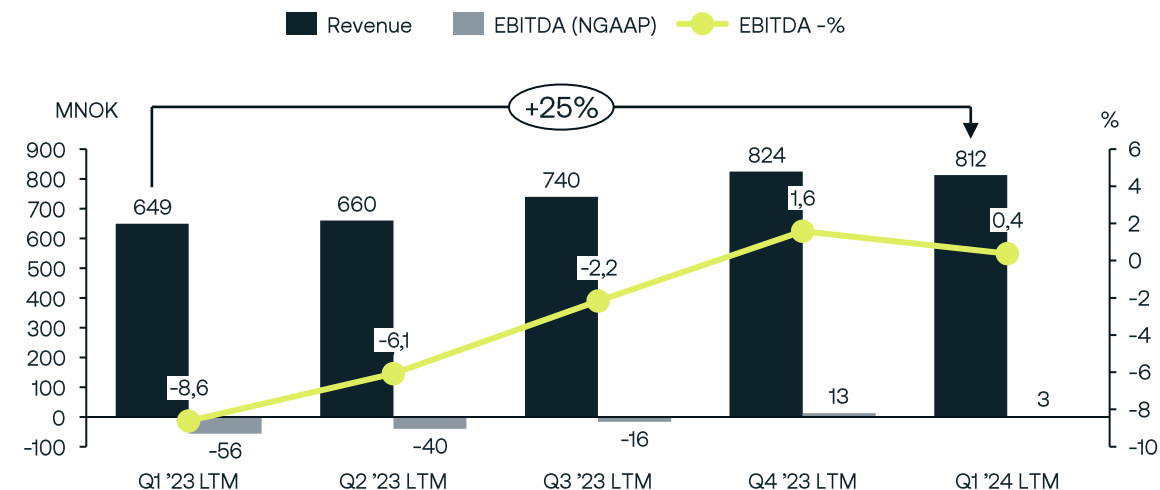


3
Units



2002
Founded

Historical financial development of Power¹ → NOKm and %



Testing, Inspection and Certification platform

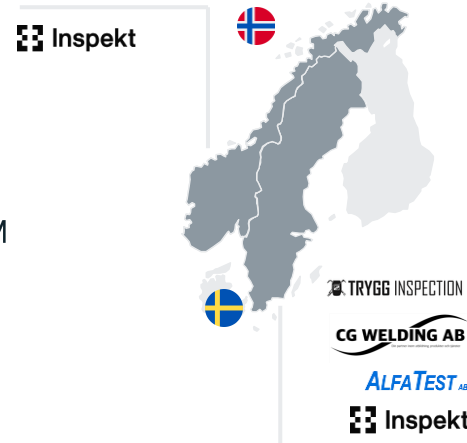
Testing, Inspection and Certification (TIC) – building a focused niche leader in the Nordics



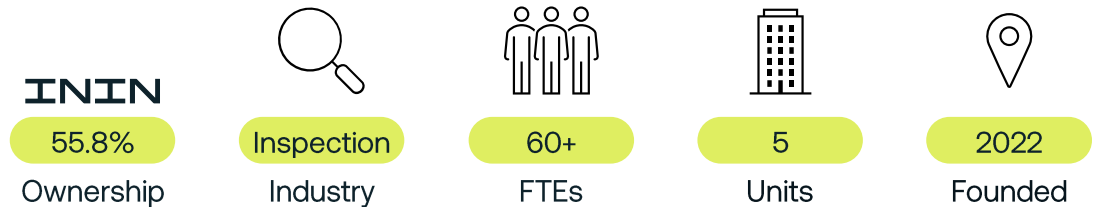
Quarterly highlights

- Profits in last twelve months significantly impacted by recruitments
- Increasing activity and utilization – profitable from April, covering all admin. cost and further growth initiatives
- Current activity level indicates more than 130M NOK in revenue and an EBITDA-margin of 10%-12%
- LTM revenue¹ up 119% from 22M NOK to 49M NOK

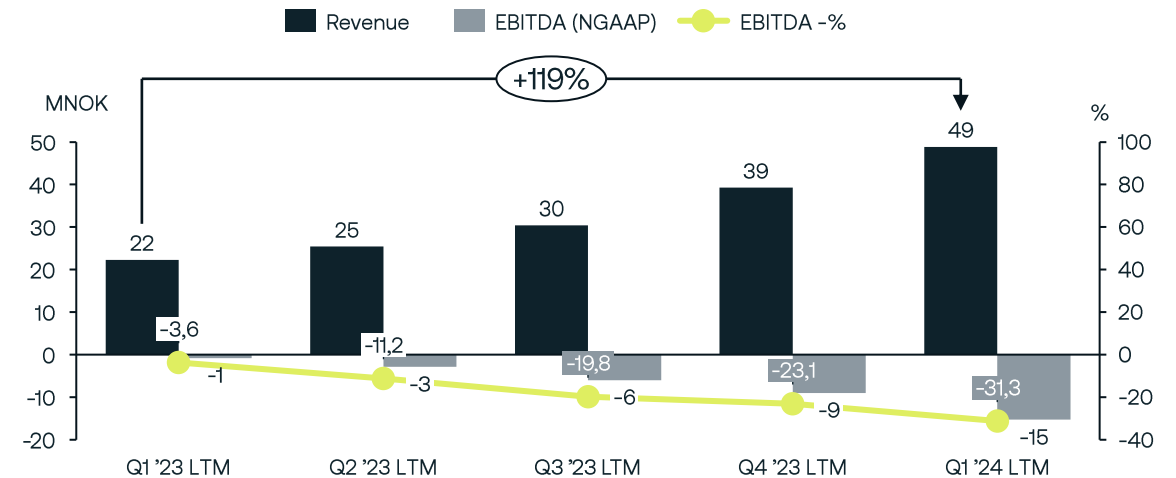
Presence and companies



Key facts and figures



Historical financial development of Inspekt¹ → NOKm and %

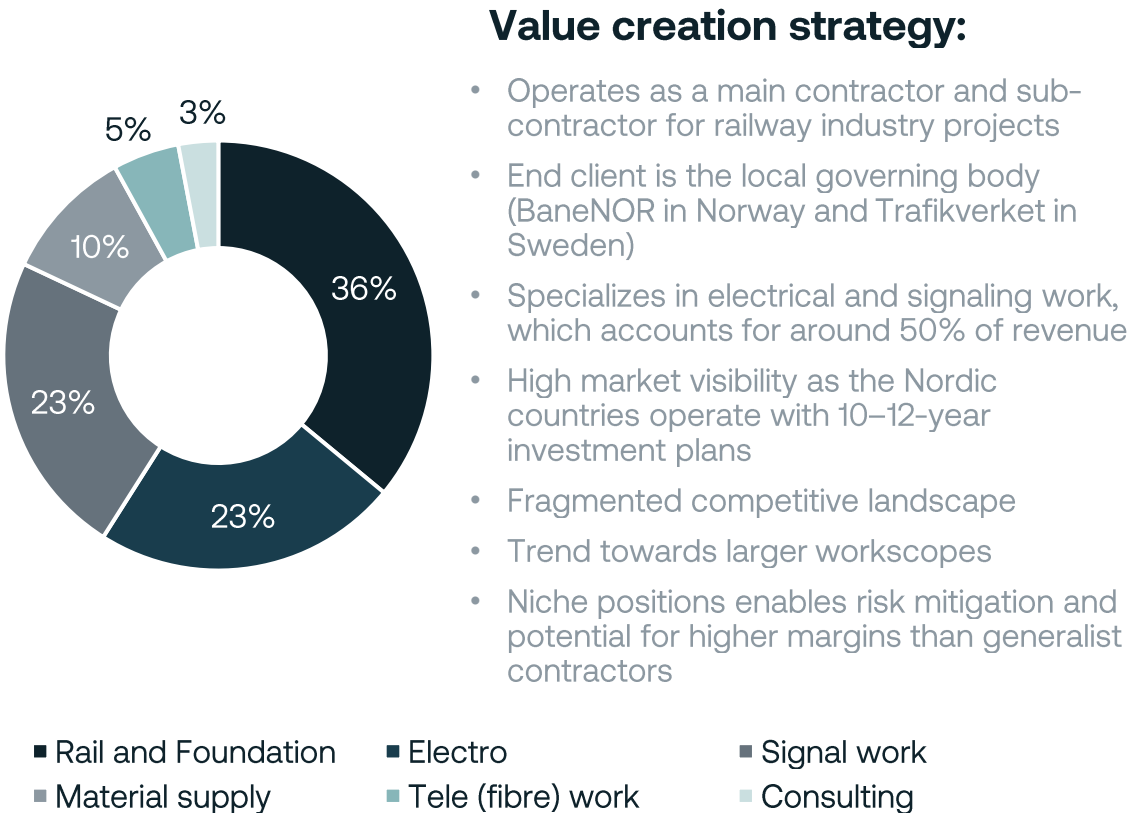


04

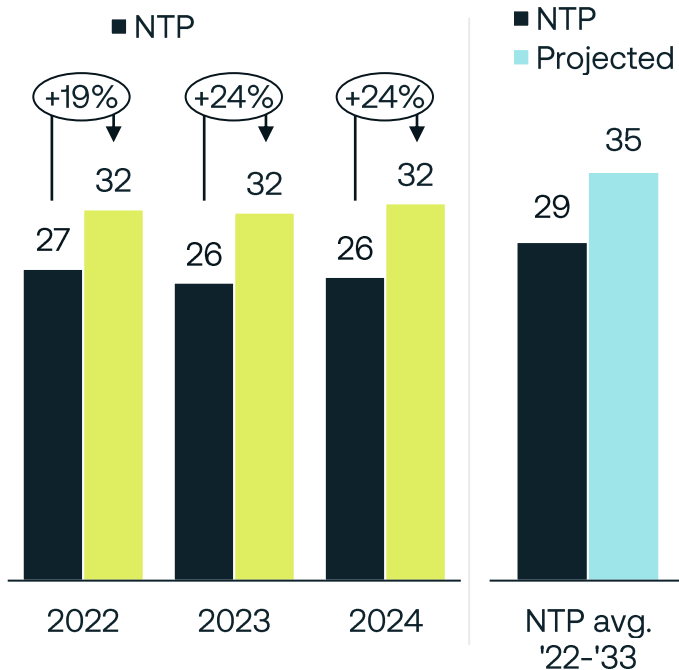
Market and outlook

Rail Infrastructure platform | Market

Growth anticipated due to widespread political backing for national railway system enhancement



NTP² vs actual spend → NOKbn



BANE NOR

Fornyser jernbanen for åtte milliarder – for å bedre punktligheten

15.2.2024 09:32:29 CET | Bane NOR

Del [f](#) [in](#) [t](#) [p](#) [e](#) [s](#) [s](#)

En storsatsing på Bergensbanen skal gi et nytt strømlegg til 1,9 milliarder kroner. Dette er ett av mange tiltak for å styrke jernbanen. Totalt bruker Bane NOR åtte milliarder til vedlikehold og fornyelse i 2024.



4 208km

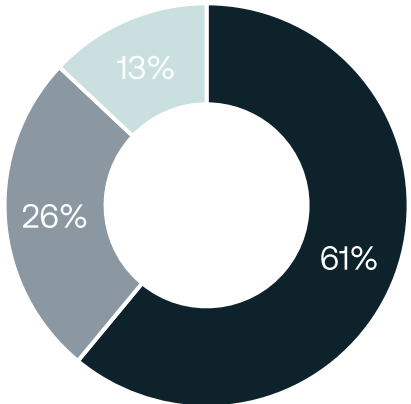
Railway network in Norway, of which ~80% has been operational since before 1950

Power Infrastructure platform | Market

Pressure to invest into power infrastructure in Norway is growing

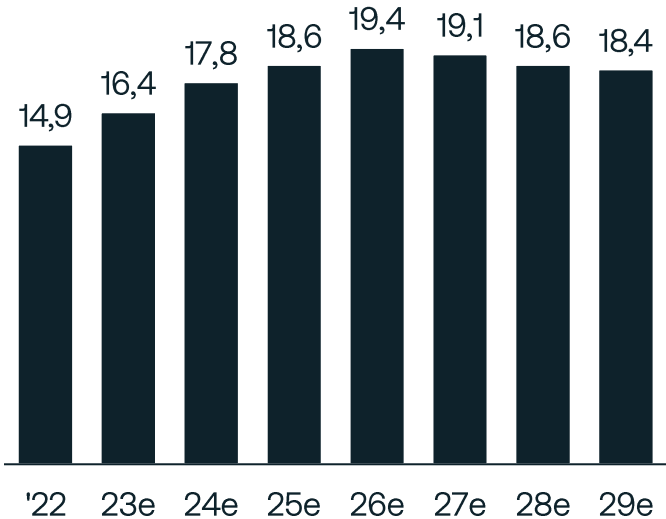
Value creation strategy:

- Energy infrastructure segment mainly comprises services towards regional and distribution grid, substations and project related work towards high-voltage cables
- Telecom segment mainly focuses on construction and roll-out of fiber
- Electrification segment focused on construction, service and maintenance of road lights and public EV charging facilities
- Urbanization, industrialization and growth in renewable energy drives demand for electrical infrastructure
- Maintenance deficit on existing infrastructure
- Fragmented industry



■ Power infra. ■ Telecom
■ Electrification

Annual grid investments in Norway → NOKbn



~33%

Expected growth in Fiber access points towards 2024 in Laje's region (Eidsiva target)

~12%

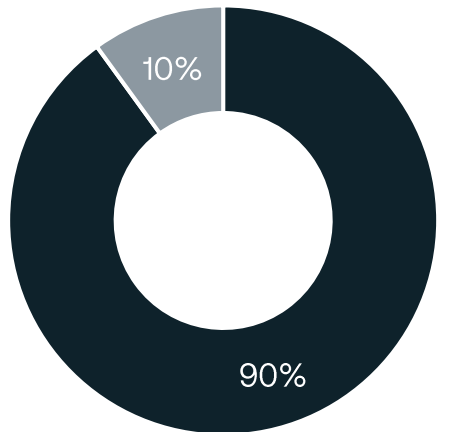
annual growth in EVs in Norway from 2022 to 2030e

TIC platform | Market

Opportunity to gain market share in highly fragmented TIC market of SEK >30bn

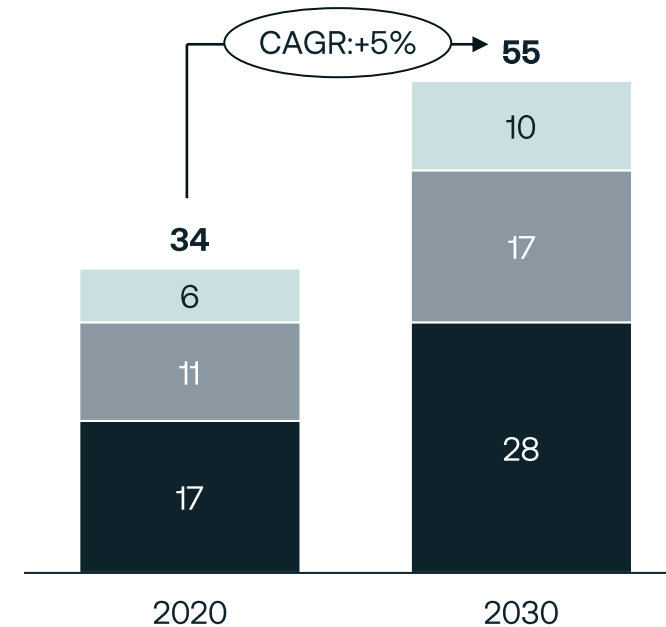
Value creation strategy:

- Currently, NDT (Non-Destructive Testing) is the largest service area
- NDT is a way to check various objects, welds and constructions, including concrete structures, without affecting their properties
- Consulting services include industrial procurement inspections and second party vendor inspections, as well as HSSE consulting
- Increased amount of regulations and standards drive demand for TIC services
- Nordic duopoly-like situation opens door for challenger
- Significant organic growth potential through recruitment



■ Non-destructive testing
■ Consulting

Market size in the Nordics → SEKbn



Infrastructure projects



New regulations and requirements



Digitalization

>2500

TIC companies in Norway, Sweden and Finland – a fragmented market

Q1 2024 summary



Strong **revenue** growth*

+58% vs LTM Q1 2023



Solid **order backlog**

MNOK **1,010** per 31 Mar 2024



Solid **EBITDA** improvement*

MNOK **79** vs MNOK 46 in Q1 2023 LTM



Closed acquisitions of SLAM and Banefjell in **Q1** – further strengthening Nordic Infrastructure Group

*Pro forma LTM

Q&A

05

Appendix

05.1

Covenant reporting

Leverage ratio at 3,3x and ICR at 1,92x. NOK 134M in cash at 31.3.2024

	Q1'24
Leverage ratio	
<i>(LTM)</i>	
Un-adjusted pro-forma EBITDA	78 537 604
Adjustments	1 557 107
Adjusted pro-forma EBITDA - ownership adjusted	80 094 711
 Total Financial Indebtedness	 417 507 036
Ownership adjustment	(21 963 362)
Total Total Financial Indebtedness - ownership adjusted	395 543 674
 Reported Cash	 138 539 557
Ownership adjustment	(4 333 684)
Cash - ownership adjusted	134 205 873
 Net Debt	 261 337 801
 Leverage ratio	 3,3x
Covenant	4,0x
<i>Headroom</i>	<i>23%</i>

	Q1'24
Interest Cover Ratio	
Adjusted pro-forma EBITDA - ownership adjusted	80 094 711
 Reported Net Financial Items	 10 407 275
Less: Non-Finance Charges	-
Net Finance Charges	10 407 275
 Annualized Finance Charges	 41 629 100
 Interest Cover Ratio	 1,92x
Covenant	1,75x
<i>Headroom</i>	<i>10%</i>
 Minimum liquidity	
 Cash	 134 205 873
Undrawn RCF	-
Total Liquidity	134 205 873
 Minimum Liquidity Covenant	 30 000 000
<i>Headroom</i>	<i>104 205 873</i>

05.2

ININ Group in brief

Listed investment company focusing on infrastructure services sectors in the Nordics

ININ



Vertical-focused investment and buy-and-build strategy within infrastructure services niches in the Nordics



Creating value through a combination of M&A and organic growth and development initiatives



Diversified approach with several platforms, all with niche markets driven by robust mega trends



Targeting robust growth in order to achieve critical scale and improved profitability with a buy-and-build strategy



Combining the Private Equity ownership and value creation mindset with an industrial approach and long-term ownership perspective

Target is to **create value** by identifying investment opportunities within:

Nordic **infrastructure** and **services niches**,

working in **close collaboration** with portfolio companies,

to deliver **sustainable growth** and **superior profitability**

Clear strategy for continued, profitable growth

Investment and consolidation in profitable niches

Rationale



Platforms

- Acquisitions that serve as a starting point for consolidating a targeted market or niche
- Preference is given to acquisitions where the management team and entrepreneurs remain co-owners



Add-ons

- These acquisitions are made by platform companies to consolidate their operations
- Synergies from adding new services or competence, expanding geographically, or achieve attractive revenue or combining operations

Key target criteria



Company profile

- Targeting cash flow generative companies
- Replacement of management never a part of the investment case
- Room for improvement – where ININ Group can contribute



Market

- Only invest in companies in verticals where ININ has relevant experience and competence
- Underlying market growth supported by megatrends



Transaction structure

- De-risk investment through transaction structure
- Entrepreneurs are incentivized by receiving part of their consideration in shares in the relevant platform and/or in ININ



M&A

- Solidifying or building a leading niche position
- Potential for smart and industrially sound add-ons



Geography

- Currently focusing on Nordic companies: Norway, Sweden and Finland

Ownership initiatives

Continue to build scale and diversification to improve operational efficiency and cost control:

✓ Leveraging synergies and resources across platforms to strengthen revenues

✓ Procurement and supply chain initiatives

✓ Establish the digitalization leader within the industry

✓ Coordinating support services

ESG Policy and KPIs

We commit ourselves to creating lasting value for both the company and society by integrating sustainability into all aspects of our operations.

Innovation, collaboration, and improvement will drive a conscious effort to minimize our climate impact and strive to leave a positive legacy for future generations.

Our vision for sustainability

- 100% recycling of waste and materials
- Zero emissions of greenhouse gases
- Zero work-related accidents and injuries
- Industry-leading employee satisfaction

>

Climate footprint and waste management

- Waste sorting at 80%
- Reduction in greenhouse gas emissions by 55%, adjusted for revenue growth by 2030 (baseline 2024)

E1

Job satisfaction and equality

- Turnover below 5% of the workforce (excluding natural attrition)
- Minimum 30% representation from both genders in senior positions
- Minimum 40% representation from both genders on the board of directors

S1

Work force and accidents

- No severe accidents, as defined by national regulatory criteria
- 10% reduction in work-related accidents adjusted for revenue growth
- Total sick leave < 3.0%

Compliance and governance

- No reported breaches of ethical guidelines or pay equality policies
- No cases of corruption

G1

Green infrastructure services

