



KESKO CORPORATION STOCK EXCHANGE RELEASE 15.6.2026 AT 9.00

Inside information: Kesko to strengthen its technical trade by acquiring Dahl's operations in Sweden, Norway and Denmark

Kesko has agreed to acquire the technical trade operator Dahl's companies in Sweden, Norway and Denmark from Saint-Gobain, listed on the Euronext Paris. The combined net sales of the businesses to be acquired amounted to nearly €2.1 billion in 2025. The largest transaction in Kesko's history would expand Kesko's reach in the HPAC and infrastructure construction businesses in Sweden, Norway and Denmark. The debt-free transaction price is €1,200 million excluding lease commitments. The transaction price including lease commitments at the end of 2025 is €1,518 million. The completion of the acquisition is subject to approval by competition authorities.

Jorma Rauhala, President and CEO, Kesko: "We have been seeking significant acquisition opportunities for years, especially in technical trade in the Nordic region, where attractive targets are very rarely available. The operations we now seek to acquire would be an excellent fit for Kesko's growth strategy and they would complement our existing building and technical trade business. Dahl is a leading technical trade operator in the Nordic countries, with a long history and a strong iconic brand. This is the right timing for an acquisition: technical trade offers significant growth potential in the stable and affluent Nordic markets, as construction becomes increasingly technical and infrastructure and renovation building continue to grow."

Rauhala continues: "Once completed, the acquisition would make building and technical trade Kesko's biggest division. Through this, the largest acquisition in Kesko's history, and growth strategy execution, Kesko targets Group net sales of some €20 billion (€12.5 billion in 2025) and division net sales of some €10 billion (€4.7 billion in 2025) in the early 2030s. With the acquisition, we seek synergies, volume benefits and earnings improvement in the upcoming years, in line with the building and technical trade division's targeted operating margin level of 6–8%.

Key facts concerning the acquisition:

- **A strategic acquisition for Kesko:** Once completed, the acquisition is set to support Kesko's growth and the strengthening of profitability.
- **The acquisition would make Kesko's operations more international:** 71% of the net sales for the building and technical trade division and 33% of Group net sales would come from outside Finland (figures for 2025: 58% and 22%, respectively).
- **The acquisition would strengthen sales and profit:** Factors underpinning growth include a strengthening market and megatrends (such as construction becoming more technical, infrastructure investment debt, the green transition, and urbanisation), synergies and benefits from higher volumes in e.g. purchasing, own brands and IT systems.
- **The acquisition would complement Kesko's existing technical trade business:** Dahl is a leading operator in technical trade especially in HPAC products and infrastructure construction. Dahl and Kesko do not have overlapping operations in Sweden, Norway or Denmark.
- **The acquisition would comprise Dahl companies and brands in Sweden, Norway and Denmark.**

- **The combined net sales of the companies to be acquired amounts to nearly €2.1 billion:** The combined net sales of the companies to be acquired totalled €2,068 million and EBITDA (IFRS) €146 million in 2025. Dahl's net sales in Sweden totalled €922 million, in Norway €614 million and in Denmark €533 million.
- **Dahl has a strong network in Sweden, Norway and Denmark:** Combined, the companies have some 190 stores, three automated central warehouses, some 2,700 employees and over 70,000 customers. Digital accounts for some 35% of sales.
- **The majority of Dahl's sales are stable:** Approximately half of the sales come from renovation building and close to one-third from infrastructure construction. The business is 100% B2B.
- **Dahl is an esteemed company with a long history and valuable brands that Kesko respects:** The preliminary plan is to lightly integrate the businesses once the acquisition is completed. Dahl in Sweden and Brødrene Dahl in Norway and Denmark would continue as separate business units under their existing brands.
- **Kesko has strong experience and proven track record in technical trade:** Following the acquisition of Onninen in 2016, Kesko has strong expertise in technical trade as well as proven track-record in significant business development and profit improvement. Onninen, which itself has a long history, has continued as an independent brand as part of Kesko.
- **Strong strategic investment in technical trade and B2B customers:** The acquisition would raise technical trade's share of the net sales of Kesko's building and technical trade division from 49% (2025) to 65%, and the share of B2B trade from 83% (2025) to 88%.

Benoit Bazin, Chairman and CEO, Saint-Gobain: "Kesko will create a strong business combination with Dahl for the benefit of customers specialising in plumbing, sanitary and heating in the region. This transaction also deepens the strategic partnership between Kesko and Saint-Gobain in the Nordics. I would like to warmly thank all Dahl teams for their outstanding work and commitment over many years and wish them every success for the future."

Key facts concerning the execution of the acquisition:

- The debt-free transaction price is €1,200 million excluding lease commitments. The transaction price including lease commitments at the end of 2025 is €1,518 million. The EV/EBITDA ratio is approximately 10.4 calculated with the 2025 EBITDA (IFRS). The transaction price reflects Dahl's strong market position, growth profile and profitability as well as the value creation expected to be derived from the transaction.
- Kesko will initially finance the acquisition in full using bridge financing (Danske Bank A/S and Nordea Bank Abp), which will be refinanced with equity and debt once the completion of the transaction is secured, while maintaining the interest-bearing net debt/EBITDA ratio below 2.5 excl. the IFRS 16 impact (below 3.0 incl. IFRS 16). Prior to the refinancing of the bridge financing, the interest-bearing net debt/EBITDA ratio may temporarily exceed 2.5 (excl. IFRS 16).
- The plan is for the equity component of the financing to be implemented through a share issue estimated at approximately €500–700 million. Kesko's Board of Directors, or the General Meeting if necessary, would make a separate decision regarding the details of the issue at a later date.
- Non-recurring transaction costs are estimated to amount to some €8 million
- The completion of the acquisition is subject to approval by competition authorities and the fulfilment of certain other conditions.
- The acquisition is estimated to be finalised by the beginning of 2027.

Investor and media briefings

Kesko will host a virtual briefing in English for investors and analysts today, 15 June 2026, starting at 10.00 at <http://kesko.events.inderes.com/investor-briefing-15-6-26>. Questions can be submitted during the event by using the chat function.

A briefing in Finnish for media representatives and investors will be held today, 15 June 2026, starting at 11.30.00 at Kesko's K-Kampus headquarters. The event can also be followed virtually at <http://kesko.events.inderes.com/tiedoitustilaisuus-15-6-26>.

Advisors:

PWC has acted as advisor to Kesko in conducting the DD. Nordea Bank Abp acts as financial advisor and White & Case as legal counsel to Kesko in relation to the transaction.

Further information:

Sami Kiiski, President, building and technical trade division, Kesko, tel. +358 1053 39090, sami.kiiski@kesko.fi

Karoliina Partanen, Executive Vice President, Communications, Kesko, tel. + 358 1053 20744, karoliina.partanen@kesko.fi

Hanna Jaakkola, Vice President, Investor Relations, Kesko, tel. +358 105 323 540, hanna.jaakkola@kesko.fi

Kesko Corporation

DISTRIBUTION
Nasdaq Helsinki Ltd
Main news media
www.kesko.fi

Appendix: Financial information

The purpose of the illustrative financial information is to provide information on the combination of Kesko and the Dahl businesses to be acquired in Sweden, Norway and Denmark using financial information for 2025.

The combined financial information combines financial figures from Kesko Group's 2025 financial statements with financial figures for the Dahl operations in Sweden, Norway and Denmark to be acquired.

Illustrative combined financial information, Kesko Group and Dahl Sweden, Norway and Denmark

| 2025 | Kesko | Dahl Sweden, Norway, Denmark | Combined |
|---|--------|------------------------------------|----------------|
| Net sales, € million | 12,475 | 2,068 | 14,543 |
| EBITDA (IFRS), comparable € million | 1,229 | 146 | 1,375 |
| EBITDA (IFRS) margin, comparable | 9.9% | 7.1% | 9.5% |
| Interest-bearing net debt /EBITDA, excluding the impact of IFRS 16 | 1.6 | - | 2.8 |
| Personnel | 18,991 | approx. 2,700 | approx. 21,700 |

The interest-bearing net debt/EBITDA ratio (excluding the impact of IFRS 16) has been calculated before the refinancing of the bridge financing, with the bridge financing loan included in full in the interest-bearing net debt.

Illustrative net sales, Kesko's building and technical trade and Dahl Sweden, Norway and Denmark

The purpose of the illustrative financial information on Kesko's building and technical trade division is to provide information on the scope of the business of the building and technical trade division and country-specific operations as well as on the combination of Kesko and the Dahl businesses to be acquired in Sweden, Norway and Denmark using financial information for 2025.

Net sales 2025, € million

| Net sales, € million | Kesko, building and home improvement trade | Kesko, technical trade | Dahl, technical trade | Kesko BTT and Dahl combined |
|----------------------|--|------------------------|-----------------------|-----------------------------|
| Sweden | 343 | 134 | 922 | 1,400 |
| Norway | 520 | 503 | 614 | 1,637 |
| Denmark | 709 | - | 533 | 1,242 |
| Finland | 900 | 1,122 | - | 2,021 |
| Poland | - | 378 | - | 378 |
| Baltic countries | - | 154 | - | 154 |

Prior to the acquisition, Kesko has significant HPAC business in Finland, Poland and the Baltic countries. Kesko's technical trade business in Norway mostly consists of the sales of electrical products. Dahl's business in Norway consists of the sales of HPAC products. The companies do not have overlapping operations.

Illustrative combined net sales, Dahl Sweden, Norway and Denmark, 2021-2025

| | 2021 | 2022 | 2023 | 2024 | 2025 |
|----------------------|-------|-------|-------|-------|-------|
| Net sales, € million | 2,209 | 2,466 | 2,226 | 2,020 | 2,068 |

Kesko and K-retailers together form K Group, whose retail sales total around €15 billion. K Group is the leading trading sector operator in Northern Europe and it employs approximately 39,000 people. Kesko operates in grocery trade, building and technical trade, and car trade. Its divisions and chains act in close cooperation with retailer entrepreneurs and other partners. Kesko's net sales total around €12 billion and Kesko employs approximately 19,000 people. Kesko's chain operations include approximately 1,700 stores in Finland, Sweden, Norway, Denmark, Poland, Estonia, Latvia and Lithuania. Kesko's shares are listed on Nasdaq Helsinki. The company's domicile and main premises are in Helsinki. www.kesko.fi