PRESS RELEASE

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HMS Networks announces a friendly public takeover offer for all shares in ROBOT S.A. to strengthen its position within Building Automation

HMS Industrial Networks SLU, a wholly owned subsidiary of HMS Networks AB (publ) (“HMS”), has today entered into a share purchase agreement relating to ROBOT, S.A. (publ) (“Robot”) and has announced a cash delisting offer to acquire all shares in Robot (the “Offer”). Shareholders representing 77.69% of Robot’s share capital have irrevocably undertaken to approve the Offer and to transfer their shares to HMS. Completion of the Offer remains subject to the conditions described below.

Robot at a glance
Robot is a renowned supplier of sensors, room controllers and building management systems for buildings, specializing in hotels, with a clear technological scope and using design as a differentiating element.
The objective of Robot’s systems is to optimize the control of installations in buildings and industries and facilitate the management of excellent indoor climate and reduced energy consumption. Robot operates from two strategic locations, its headquarters in Palma de Mallorca, Spain and a subsidiary in the Dominican Republic. Robot’s sales are predominantly located in major hospitality spots in Latin America and Europe. Robot currently employs about 65 people, including staff for in-house manufacturing.

Summary of the acquisition:

- The Offer consideration is EUR 6,25 in cash per Robot share, corresponding to an Enterprise Value of EUR 21 million and a premium of 18.3% compared with the volume-weighted average trading price of the Robot share during the six months preceding the announcement of the proposed delisting.
- The Offer is made in connection with the proposed delisting of Robot’s shares from BME Growth, the multilateral trading facility (MTF) segment of BME MTF Equity. The implementation of the Offer and the delisting are subject to approval by Robot’s general meeting of shareholders and the applicable BME Growth process. Shareholders representing 77.69% of Robot’s share capital have irrevocably undertaken to approve the Offer and to transfer their shares to HMS.
- Subject to satisfaction of the conditions to the Offer and completion of the acceptance and settlement process, settlement of the Offer is currently expected around December 1, 2026.
- If HMS does not acquire 100% of Robot’s shares through the Offer, HMS intends to consider further corporate measures permitted under Spanish law to achieve full ownership.

Strategic rationale
The acquisition will strengthen HMS’ position within Building Automation, where HMS’ primary offer today is gateways to monitor and control HVAC equipment. By adding Robot´s product offering the portfolio will be widened and HMS can offer additional services to their customer base and provide a niched offering for hotels further up in the value chain. HMS sees substantial growth potential for Robot products in markets like APAC and Middle East, leveraging HMS's existing customer base, sales channels, and market presence, where Robot’s products currently have limited exposure.

“Robot’s technology complements our current product offer in Building Automation and will provide an excellent platform for HMS to provide greater value to our customers in the hospitality sector. HMS and Robot products together will provide a unique offering in the Building Automation vertical for our hospitality customers, and we can’t wait to welcome all Robot employees to the HMS family once the offer has been settled formally,” says David Garcés, VP Building Automation, HMS.

“Over the years, Robot has developed a unique technology, a talented team and a strong market position. Together with HMS, a global leader in industrial communication and information solutions, we can accelerate growth, expand further internationally, and unlock new opportunities for employees that would be difficult to achieve alone. We believe that HMS has presented a very strong offer for Robot’s shareholders and together with the aligned long-term vision of the two companies we believe this is the next right step to take for Robot,” says Bernat Bonnin, Executive Chairman of Robot S.A.

Financial impact
In the twelve-month period ending on December 31, 2025, Robot reported sales of about EUR 9 million and a reported EBITDA-margin of about 27%. Transaction- and integration costs are expected to be SEK 5 million.

The offer is scheduled to settle around December 1st and is expected to be accreditive to HMS' earnings per share from completion of the acquisition (excluding non-cash amortization impacts from the transaction).

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HMS Networks AB (publ) is a market-leading provider of solutions in Industrial Information and Communication Technology (Industrial ICT) and employs over 1,100 people. Local sales and support are handled through over 20 sales offices all over the world, as well as through a wide network of distributors and partners. HMS reported sales of SEK 3,577 million in 2025 and is listed on the NASDAQ OMX in Stockholm in the Large Cap segment and Telecommunications sector.