

Company announcement no. 8 – 24

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NTG Nordic Transport Group acquires ITC Logistics

NTG Germany GmbH (“NTG”), a fully owned subsidiary of NTG Nordic Transport Group A/S, has signed an agreement to acquire German-based ITC Logistics GmbH.

ITC specialises in delivering bespoke road and logistics solutions to a portfolio of long-standing customers. ITC is well positioned as a full-service, end-to-end solutions provider offering groupage, FTL, LTL, comprehensive logistics services, and a suite of value-added services to key clients such as the purchase, sale, storage, and transportation of cables on behalf of selected customers within the telecommunications industry. Operating from five strategic locations in Western Germany, with a strong presence in the North Rhine-Westphalia region, ITC employs approximately 130 white-collar and 80 blue-collar employees.

For the financial year ending 31 December 2023, ITC reported EUR 80.4 million in revenue and an EBIT of EUR 11.4 million. After adjustments and before synergies, ITC is expected to contribute approximately EUR 10.8 million to NTG’s consolidated adjusted EBIT over the next 12 months (IFRS basis).

Transaction Overview

- NTG will acquire 100% of the shares in ITC Logistics GmbH in Koblenz and Schwieberdingen as well as 70% of the ITC affiliate, Haarhaus – Logistics GmbH (together, “ITC”).
- The minority shareholding in Haarhaus constituted less than 2.5% of ITC reported EBIT for 2023.
- The transaction values 100% of the shares in ITC at EUR 56.9 million on a cash and debt free basis.
- An additional earn-out payment of maximum of EUR 3.6 million, contingent on achieving certain commercial criteria, will potentially be payable in 2026.
- IFRS 16 lease liabilities are estimated at EUR 6.3 million, which will not affect the purchase price. The corresponding interest expense under IFRS is estimated to be EUR 0.2 million. The majority of rental agreements can be terminated with a 12-month notice.
- NTG expects to achieve annual synergies of EUR 2.3 million when ITC is fully integrated.
- NTG will pay 20% of the purchase price in NTG shares.
- The remaining 80% will be financed with available cash and credit facilities.
- The transaction is subject to merger control approval.
- The transaction is expected to close before year-end 2024. It is not expected to have any material impact on NTG’s 2024 earnings.

The majority of synergies are expected to be realised within 12 months from closing. Finalisation of integration is expected by the end of 2025, however, due to the special characteristics of ITC’s operations, ITC will not migrate to NTG’s existing TMS platform in the short term.

Strategic rationale

The acquisition of ITC marks another significant milestone for NTG, reinforcing the market position in Germany by expanding scale in the existing network, following the acquisition of SCHMALZ+SCHÖN Holding GmbH (“SSH”). The acquisition will unlock synergies for NTG, estimated at EUR 2.3 million, primarily driven by operational and commercial optimisation as well as cross-selling opportunities. Integration costs are expected to amount to approximately EUR 1.8 million.

NTG’s German operations — comprising NTG, SSH, and ITC — will reach a notable scale, creating a robust platform for future organic growth and bolt-on acquisitions.

Jesper Petersen, CEO of Road & Logistics at NTG, comments:

"We are excited to welcome the ITC team to the NTG family. This acquisition aligns with NTG’s existing German setup and complements the footprint of SSH, further strengthening our market position and enhancing our presence across Continental Europe. ITC brings significant value through its extensive network, strong management and team, loyal customer base, and proven operational capabilities. These strengths will serve as the foundation for the continued growth within NTG".

Wolf-Peter Korth, owner and member of the Board of Directors, ITC, comments:

"We are excited to join NTG, as we see this as an ideal fit operationally, commercially, and culturally. The success of ITC is a testament to the dedication of our employees, as well as the loyalty of our long-standing customers and partners, and a key consideration in selecting NTG as the future home for ITC was the assurance of the stability and continuity for these stakeholders. I am grateful for the unwavering support our employees have shown over the years and am excited to see them thrive within the

NTG family going forward. With NTG's global scale, we will significantly broaden and enhance our offerings, delivering even greater value to our customers".

About NTG

NTG is a global freight forwarding company offering customised transport solutions by road, rail, air, and ocean. With approximately 2,000 dedicated employees across more than 20 countries, NTG serves customers worldwide. For further information, please visit www.ntg.com.

About ITC

ITC is a German freight forwarder offering tailored solutions primarily in road and logistics. Headquartered in Koblenz, ITC operates 4 additional sites across Western Germany and employs around 210 employees. For further information, please visit www.itc-logistic.com.

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