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GABLER GROUP PLANS INITIAL PUBLIC OFFERING TO ACCELERATE GROWTH

- Gabler Group is an established developer and manufacturer of mission-critical subsea technologies generating the vast majority of its net sales from defense and defense-related solutions
- Leading European and top two global supplier of submarine hoistable masts¹
- High net sales growth in business areas of underwater communication and data management as well as underwater energy storage solutions, providing critical subsea infrastructure protection solutions
- Established global customer base with over 250 customers, including 25 navies
- Strong financial profile with consistent double-digit net sales growth and 28.2% pro-forma adjusted EBIT margin with a total net sales order backlog of EUR 359 million as of December 31, 2025²
- Targeting net proceeds of approximately EUR 40 million from newly issued shares to strengthen balance sheet, accelerate organic growth and execute selected minor acquisitions
- 100% shareholder Possehl Group, a diversified group of companies, is also expected to sell shares with the total target deal size expected to create a substantial free float and liquidity
- Inclusion to trading of shares on the Frankfurt Stock Exchange is expected to be completed in early March 2026

Lubeck (Germany), February 16, 2026 – Gabler Maschinenbau GmbH (in future: Gabler Group AG, the "Company" or "Gabler"), an established developer and manufacturer of mission-critical subsea technologies in the business areas of Submarine Systems, Subsea Communications & Data and Subsea Power, today announces its plans for an Initial Public Offering ("IPO" or "Offering"). The Offering is intended to comprise both new and existing shares in the Company with the subsequent inclusion of the Company's shares to trading on the Frankfurt Stock Exchange (Scale Segment) expected to take place in early March 2026, subject to market conditions (the "Inclusion"). The targeted total deal size is expected to create a substantial free float and a liquid market for the Company's shares. The selling shareholder Possehl Group ("Possehl") holds 100% of the shares in the Company. Possehl operates under the umbrella of a German industrial holding focused on long-term shareholder value which has ten operationally independent divisions and over 200 companies with 13,500 employees in more than 30 countries and will retain at least a minority holding following the IPO. Possehl and the Company are expected to commit to customary lock-up agreements.

Gabler generates the vast majority of its net sales from defense and defense-related solutions historically. In the fiscal year ended December 31, 2025, the Company generated 75.2% of pro-forma net sales³ from defense and defense-related solutions.

The Company is headquartered in Lubeck, Germany, with further locations in Kiel, Germany, Hamburg, Germany and Busan, South Korea.

Following the Company's conversion into a German stock corporation, Gabler's experienced management board consists of CEO David Schirm, MBA and CSO Ole Johannsen, B.Sc. Both have extensive industry experience and have been with Gabler and working closely together for over 10 years. They will be supported by a highly experienced Supervisory Board, including a newly appointed independent chairman: André Neumann, previously the CEO of the Marine & Industry segment of RENK GmbH, Dr. Henning von Klitzing and Dr. Joachim Brenk from shareholder Possehl.

David Schirm, CEO of Gabler said: "With a 60-year track record, Gabler is the leading European and top two global supplier of hoistable masts in terms of volume to conventional submarines in the Submarine Systems business area with an established base. We are at an exciting stage of our growth journey and this IPO will allow us to accelerate the growth, development and expansion of our business, particularly in our fastest growing business areas, Subsea Communication & Data and Subsea Power, in applications involving autonomous underwater vehicles and the monitoring of critical infrastructure. We see a multitude of exciting opportunities and catalysts that will continue to drive this success and allow us to achieve our vision of becoming the global leader in enabling critical subsea missions".

LEADING EUROPEAN AND TOP TWO GLOBAL SPECIALIST SUPPLIER IN SUBMARINE SYSTEMS

Gabler is the leading European and top two global supplier of hoistable masts in terms of volume to conventional submarines in the Submarine Systems business area¹, supported by a track record of usage in complex submarine programs over 60 years. The Company has leveraged this market position and its established customer relationships in the Submarine Systems business area to capture market share in the growing and highly-fragmented Subsea Communications & Data and Subsea Power business areas for which it provides advanced underwater surveillance solutions and high-reliability subsea power systems. Gabler's product portfolio in the Submarine systems business area includes hoistable mast systems, rudder actuators, integrated tactical gateways and other mission-critical submarine components. The Submarine systems business area generated 68.7% of pro-forma net sales in the fiscal year ended December 31, 2025.

CRITICAL INFRASTRUCTURE PROTECTION

Gabler is uniquely positioned to benefit from the rising need to protect critical underwater assets and infrastructure, already manufacturing and supplying solutions that meet defense and civil customers' needs in the increasingly relevant underwater realm. The Company believes that oceans, given their central role in global trade, energy and mineral resources, data connectivity via subsea cables, pipeline infrastructure and food supply, will be a defining technological arena of this century. Unmanned and manned underwater vehicles, subsea communications, the collection and management of maritime big data, and reliable subsea energy supply are key enabling technological capabilities driving growth in this industry, especially in light of rising geopolitical tensions and the growing need to protect critical maritime infrastructure such as pipelines, ports, data cables and offshore energy assets. These capabilities support exploration, surveillance, connectivity between underwater and surface environments and mission-critical data availability in extreme ocean conditions. Gabler's business areas of Subsea Communications & Data and Subsea Power have developed solutions that directly address this need.

SIGNIFICANT GROWTH IN SUBSEA COMMUNICATIONS & DATA

In the Company's Subsea Communications & Data business area, which was established in 2021 through the completion of the acquisition of develogic GmbH ("develogic") and is complemented by north.io GmbH (in which the Company acquired a minority interest in 2022), solutions are provided to customers through the develogic brand which turn underwater data collection, data transfer and telemetry into comprehensive intelligence which can be used for applications such as defense communications with submarines, other underwater manned and unmanned vehicles and platforms, autonomous unmanned subsea observatories, critical infrastructure protection and environmental monitoring.

Products are primarily supplied to industry partners, both in the defense and civilian markets. These solutions have been deployed over the past 25 years in numerous international projects, including NATO interoperability trials, offshore wind farms, and ocean observatories. This business model combines multi-year equipment deliveries with recurring aftermarket net sales streams through software updates, life-cycle support, and integration services.

The Company has experienced significant growth in this growing and highly fragmented market³. The Subsea Communications & Data business area generated 11.4% of pro forma net sales in the fiscal year ended December 31, 2025.

LEADING SOLUTIONS FOR SUBSEA POWER

In the Company's Subsea Power business area, the subsidiary SubCtech GmbH (acquired in 2025 together with SubCtech Support GmbH, together "SubCtech") has developed and delivered advanced subsea power solutions for USVs, underwater vehicles and underwater energy storage systems for more than 20 years, enabling critical subsea missions.

These proprietary integrated systems are designed for efficient and safe energy storage and conversion. The modular architecture allows flexible configuration, scalability, and a compact footprint – ideal for both stationary and mobile applications. Customers in the Subsea Power business primarily include industry partners, both in the defense and civilian markets, such as in the energy field.

For example, subsea power products have been deployed for global industry companies, underscoring the Company's position as a trusted partner for mission-critical subsea energy solutions. For the fiscal year ended December 31, 2025, Subsea Power accounted for 19.9% of our pro-forma net sales (i.e. EUR 12.3 million).

EXCELLENT POSITIONING TO BENEFIT FROM MACRO AND SECTOR TAILWINDS

Growing defense modernization fuelled by increased defense spending, heightened undersea domain awareness requirements and an increased focus on maritime infrastructure resilience is expected to support sustained demand for underwater systems and subsea power solutions.

The Company principally addresses three markets: Defense, offshore energy and ocean science. Defense is the Company's largest and most strategically important market, currently representing 75.2% of the pro-forma net sales in the fiscal year ended December 31, 2025, underpinned by submarine programs (such as those of Canada or India) and the need to secure critical undersea infrastructure.

Sustained elevation in state-based conflicts to the highest levels since World War II has pushed global military spending to rise sharply in recent years in response to escalating geopolitical tensions. This surge reflects renewed great-power competition, regional arms races and accelerated capability modernisation.

The Company believes that its existing portfolio in the business areas Submarine Systems, Subsea Communications & Data and Subsea Power is well positioned to benefit from the increasing focus on surveillance and protection of critical sea assets, including pipelines, ports, offshore energy installations and data cables. Gabler has focused product development and commercial prioritization on defense use cases given their mission criticality and increased importance due to rising geopolitical conflicts.

ESTABLISHED INTERNATIONAL CLIENT BASE AND USAGE OF GABLER'S SOLUTIONS BY KEY NAVIES ACROSS THE WORLD

Gabler serves an international installed customer base of over 250 trusted customers comprising international shipyards and defense companies in the Submarine Systems business area. Gabler's submarine systems (including hoistable masts and rudder actuators) have been installed in approximately 185 submarines (accumulating to nearly 1000 masts) in over 25 navies, including Germany, Italy, Taiwan, India, South Korea, Peru, Chile, Portugal, Greece and other NATO and NATO-friendly submarine fleets (Netherlands, Norway, Ecuador, Poland, United States, Denmark, Turkey, Israel, Singapore, Brazil, Pakistan, Colombia, South Africa, Venezuela, Egypt).

HIGH-QUALITY ORDER BACKLOG AND RECURRING CONTRACTS PROVIDE LONG-TERM NET SALES AND EARNINGS VISIBILITY AND MOMENTUM

As of December 31, 2025, Gabler had a Total Order Backlog of EUR 358.7 million (representing approximately six times the last twelve months' net sales) which comprised Fixed Order Backlog in an amount of EUR 89.8 million and Soft Order Backlog in an amount of EUR 268.9 million.¹ The Fixed Order Backlog relates to 65% new-built projects and 35% service/maintenance as of December 31, 2025.

STRONG FINANCIAL PROFILE WITH CONSISTENT DOUBLE-DIGIT REVENUE GROWTH AND STRONG PROFITABILITY

Gabler Group has demonstrated a strong financial profile characterized by consistent net sales growth and increasing profitability during the fiscal years ended December 31, 2023, to December 31, 2025. Consolidated net sales (excluding the Thermoform division sold in fiscal year 2025) amounted to EUR 26.7 million in the fiscal year 2023 and EUR 33.4 million in the fiscal year 2024, representing a year-over-year growth of 25.1%. The consolidated pro-forma net sales in the fiscal year 2025 amounted to EUR 61.7 million. Taking into account net sales of SubCtech of EUR 12.5 million in the fiscal year 2024, this would imply an estimated organic growth rate of 34.0% between the fiscal year 2024 and the fiscal year 2025.

Taking into account the consolidated pro-forma net sales for the fiscal year 2025 of EUR 61.7 million and the consolidated net sales (excluding Thermoform) of EUR 33.4 million in the fiscal year 2024, this would imply an estimated growth rate of 84.7% between the fiscal year 2024 and the fiscal year 2025. The Company's mid-term objective is to increase net sales to EUR 100 million per fiscal year with an expected double-digit percentage net sales growth between 20% and 30% in both business areas, Subsea Power and Subsea Communications & Data.

Consolidated Adjusted EBIT (excluding Thermoform) amounted to EUR 3.1 million in the fiscal year 2023 and EUR 7.4 million in the fiscal year 2024. The Adjusted EBIT on a pro forma basis amounted to EUR 16.5 million in the fiscal year 2025, representing a pro-forma Adjusted EBIT Margin of 28.2%.

Gabler operates a low capex business model representing 3.6% of pro-forma net sales. The Company believes that the continued focus on lean manufacturing, supply chain localization and value engineering supports attractive margins through the lifecycle of the Company's solutions.

TRACK RECORD OF SUCCESSFUL M&A AND INTEGRATION

Gabler has a demonstrated ability to source, execute and integrate strategic acquisitions that expand capabilities and accelerate growth, evidenced most recently by the acquisition of SubCtech in 2025, the participation in north.io GmbH in 2022 and the acquisition and subsequent integration of develogic in 2021. The transactions have broadened Gabler's portfolio in subsea communications, data acquisition and power interfaces, while creating clear commercial and technology synergies with the Submarine Systems business area.

The post-acquisition integration focused on governance alignment and financial reporting, quality and certification harmonization, supply chain consolidation and cross-selling into naval and offshore energy accounts. As a result, develogic contributed net sales of EUR 2.0 million, EUR 5.1 million and EUR 6.3 million in the fiscal years ended December 31, 2023, 2024 and 2025, respectively, reflecting the successful execution of the integration plan and the conversion and integration of projects in its product pipeline to the Company's business. Gabler intends to apply the same consistent integration to SubCtech which was acquired in 2025 and future add-on acquisitions to support its technology depth, operational processes and sales structures.

IPO PROCEEDS FOR GROWTH WITH CLEAR STRATEGIC PLAN

Gabler has a clear strategy to convert accelerating demand from defense and industrial clients into profitable, sustainable growth by reinforcing the Company's position as a preferred technology partner for integrated subsea solutions and by extending the Company's commercial reach to additional customers, increasing product innovation and the Company's production capacity which may be further supported by selective minor acquisitions.

The Company's strategy is based on the points described below.

- Product development and innovation in the core business
- Expansion of the global sales network
- Diversification of the product portfolio
- Expansion of the trading business and leveraging existing sales channels
- Operational excellence and scaling production
- Selective minor acquisitions

The Company is targeting net proceeds of approximately EUR 40 million from newly issued shares (i) to strengthen the balance sheet, (ii) to accelerate organic growth by increasing Gabler's sales capacity through investments in sales network, sales structures and sales personnel, investments in production expansion and ramp up; and investments in focused research & development initiatives, including associated personnel; and (iii) for selected minor acquisitions.

FURTHER DETAILS ON THE INTENDED IPO

The Offering is expected to consist of a public offering in Germany as well as international private placements to qualified investors outside of Germany. The shares of Gabler are planned to be included to trading in the Scale Segment of the Frankfurt Stock Exchange.

In connection with the Offering, Cantor Fitzgerald Ireland Limited is acting as sole global coordinator and joint Bookrunner. B. Metzler seel. Sohn & Co. Aktiengesellschaft is acting as Joint Bookrunner.

INVESTOR RELATIONS CONTACT:

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1: Source: Company Information.

2: In addition to Fixed Order Backlog (EUR 89.8 million), Total Order Backlog comprises Soft Order Backlog (EUR 268.9 million), which is defined as the expected value of active, unawarded bids and proposals based on management's probability of award within a defined assessment horizon and is calculated as the sum over identified opportunities of the estimated contract value multiplied by the Company's internally assessed probability of award; it excludes opportunities below internal probability thresholds and excludes unpriced options.

3: In 2025, the Company divested the business area active in manufacturing machines for plastic packaging for the food sector using the thermoforming process conducted by GABLER Thermoform GmbH & Co. KG and Thermoform GABLER GmbH (together "Thermoform"), in order to focus our business on the three business areas described in this announcement. Further, the Company acquired SubCtech GmbH and SubCtech Support GmbH (together "SubCtech") in 2025. As a result, the Company prepared an unaudited pro forma consolidated income statement for the reporting period from January 1, 2025, to December 31, 2025, from which the financial information labelled as "pro-forma" in this announcement can be derived.

ABOUT GABLER GROUP

Founded in 1962, the Gabler Group, headquartered in Lubeck, Germany, is an established developer and manufacturer of mission-critical subsea solutions generating the vast majority of its net sales from defense and defense-related solutions. Gabler is the leading European and top two global supplier of mission-critical hoistable masts and associated control systems in terms of volume to conventional submarines in the Submarine Systems business area. Gabler Group is a trusted partner to over 250 worldwide customers including 25 Navies and employs approximately 240 people.

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In member states of the European Economic Area other than Germany, this announcement is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation. In the United Kingdom, this announcement is only being distributed to and is only directed at persons who are "qualified investors" within the meaning of the Public Offers and Admissions to Trading Regulations 2024 who are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order"), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations, etc.), or (iii) persons to whom an invitation or inducement to engage in an investment activity (within the meaning of section 21 of the United Kingdom Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as "Relevant Persons"). This announcement is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this announcement relates is available only to Relevant Persons and will be engaged in only with Relevant Persons.

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The information contained in this announcement does not purport to be comprehensive and has not been subject to any independent audit or review. This announcement includes financial information based on the financial statements from Gabler Group which are prepared in accordance with generally accepted accounting principles of the German Commercial Code ("German GAAP"). This announcement also contains certain unaudited pro-forma financial information for the fiscal year ended December 31, 2025. Such pro-forma financial information is for illustrative purposes only and, by its nature, addresses a hypothetical situation and does not represent the actual financial position or results that would have occurred had the events or transactions described therein actually occurred at the dates indicated. You should not place undue reliance on such pro-forma financial information. Financial statements prepared under German GAAP may differ in certain material aspects, including the methodologies used to interpret underlying financial reporting as they relate to revenue recognition, from those financial reporting standards used under International Financial Reporting Standards. Certain measures of operating and financial data included in this announcement have not been calculated in accordance with German GAAP or any other generally accepted accounting principles and are therefore considered "non-GAAP financial measures". These non-GAAP financial measures may not be comparable to similarly titled measures presented by other companies, nor should they be construed as an alternative to other financial measures determined in accordance with German GAAP. You are cautioned not to place undue reliance on any non-GAAP financial measures and ratios included herein. Certain financial information in this Presentation (including percentages) has been rounded according to established commercial standards.

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