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TERM SHEET

Issuer	<ul style="list-style-type: none"> Nodica Group AB (publ) ("Nodica" or the "Company")
Offering type	<ul style="list-style-type: none"> Initial Public Offering ("IPO")
Listing venue	<ul style="list-style-type: none"> Nasdaq Stockholm (main market)
Bloomberg ticker	<ul style="list-style-type: none"> NODICA SS / SE0023848189
Business description	<ul style="list-style-type: none"> Nodica Group is a profitable, high-growth company offering innovative, technologically advanced, high-quality, and sustainable solutions within attractive and fast-growing niches The Company enables its customers to drive innovation and make new discoveries within medical technology, scientific research, and various industrial applications With a leading market position as a premium provider of solid-state power solutions, the Company is a driving force in the transition from older electron tube-based technology The Company has demonstrated strong and profitable growth historically, both organically and through acquisitions, with a compounded annual growth rate (CAGR) of 32 percent in net sales between 2019 and 2024 and an adjusted EBITA margin of 14 percent in 2024 The Company sells its products to over 200 unique customers across 30 countries, with Europe and North America as its largest markets
Offering price	Fixed price offering at SEK 45 per share
Implied market cap	Approximately SEK 1,714m / c. USD 171m (representing the total market value of all shares in the Company after the IPO, assuming that the Offering is fully subscribed and the over-allotment option is exercised in full)
Base offering	<p>The Offering comprises 10,614,333 shares (excluding the Overallotment Option, as defined below)</p> <ul style="list-style-type: none"> Primary offering of 4,444,444 shares corresponding to c. SEK 200m / c. USD 20m Secondary offering of up to 6,169,889 shares corresponding to c. SEK 278m / c. USD 28m
Overallotment option	<ul style="list-style-type: none"> Up to 1,592,149 additional shares, of which 1,111,111 additional newly issued shares and 481,038 additional existing shares, corresponding to c. SEK 72m / c. USD 7m / 15% of the base offering The existing shares are provided by Industrifonden Firstly, the part of the Overallotment Option provided by the Company shall be exercised, and secondly the part provided by Industrifonden
Total deal size	<ul style="list-style-type: none"> Total primary offering: Up to 5,555,555 shares / c. SEK 250m / c. USD 25m Total secondary offering: Up to 6,650,927 shares / c. SEK 299m / c. USD 30m Total offering: Up to 12,206,482 shares / c. SEK 549m / c. USD 55m, which represent approximately 32 percent of the total number of shares and votes in Nodica Group after the completion of the Offering and assuming the overallotment option is exercised in full
Use of Primary Proceeds	<ul style="list-style-type: none"> To make acquisitions of complementary businesses, such as product companies, whereby the entire net proceeds may be used. Secondly, and to the extent that the net proceeds are not used to make acquisitions, they are intended to be used to finance the Company's organic geographical expansion, and thirdly for general corporate purposes
Selling Shareholders	<p>The existing shares are offered by:</p> <ul style="list-style-type: none"> Industrifonden SEB Venture Certain other shareholders
Lock-up	<ul style="list-style-type: none"> Bure: 360 days Industrifonden: 360 days Management and BoD: 360 days Thomas Nilsson, along with certain other shareholders: 180 / 90 days
Cornerstone Investors	<ul style="list-style-type: none"> Grenspecialisten AB, Stena Sessan AB, the fund TIN Ny Teknik and TomEnterprise Private AB (together the "Cornerstone Investors") have, subject to certain conditions, and at the Offering Price, undertaken to acquire shares amounting to a total of SEK 300 million in the Offering. The undertakings represent, in aggregate, approximately 18 percent of the total number of shares and votes in Nodica after completion of the Offering, and approximately 55 percent of the number of shares in the Offering, assuming that the overallotment option is exercised in full In addition to the undertakings from the Cornerstone Investors, the existing shareholder Bure intends to acquire existing shares in the Company for an amount of SEK 175 million, separate from the Offering, in connection with the Listing, at the Offering Price
Selling Restrictions	<ul style="list-style-type: none"> The shares will be offered to institutional investors in Sweden and internationally, and to the general public in Sweden International offering to institutions outside the U.S. in compliance with Reg S No offering in the U.S.
Target Market	<ul style="list-style-type: none"> Non-professional clients, professional clients, and eligible counterparties Negative target market: An investment in the offering is not compatible with investors looking for full capital protection or full repayment of the amount invested or having no risk tolerance, or investors requiring a fully guaranteed income or fully predictable return profile
Syndicate	<ul style="list-style-type: none"> Sole Global Coordinator and Sole Bookrunner: Carnegie
Expected Timetable	<ul style="list-style-type: none"> 31 March 2025: Prospectus publication 1-8 April 2025: Application period for the general public in Sweden 1-9 April 2025: Application period for institutional investors 10 April: First day of trading in the Company's shares on Nasdaq Stockholm 14 April: Settlement date

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