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## TERM SHEET

|                                  |   |
|----------------------------------|---|
| <b>Company</b>                   | Reaktor Group Plc ("Reaktor" or the "Company")  |
| <b>Offering type</b>             | Initial Public Offering ("IPO")   |
| <b>Securities offered</b>        | New and existing ordinary shares  |
| <b>Listing Venue</b>             | Nasdaq Helsinki   |
| <b>Bloomberg Ticker</b>          | REAKTOR FH  |
| <b>Price</b>                     | Fixed price offering at EUR 8.25 per share  |
| <b>Implied market cap</b>        | <p>The Price corresponds to a</p> <ul style="list-style-type: none"> <li>Post-money equity value of c. EUR 210m / c. USD 245m (excluding Brownshoe)</li> <li>Post-money equity value of c. EUR 218m / c. USD 254m (including Brownshoe)</li> </ul>  |
| <b>Business description</b>      | <ul style="list-style-type: none"> <li>Reaktor is a global technology company that designs, builds and sells pioneering software products and digital solutions</li> <li>Founded in 2000 and headquartered in Helsinki, with ~750 experts across 9 countries serving blue-chip enterprise and government clients</li> <li>Track record of 25 years of profitable growth with &gt;20% annual organic growth</li> <li>Proven ability to convert bespoke software development engagements into replicable, productised solutions — with growing commercial traction in Defense &amp; Security and Healthcare</li> <li>2025 net sales of €118m and adj. EBIT of €11m, with strong early-2026 momentum</li> <li>Q1/2026 net sales of €39m with solid growth of 31% Q/Q, and an adj. EBIT margin of 27%, boosted by license revenue from the company's Defense software products</li> </ul> |
| <b>Offering structure</b>        | <ul style="list-style-type: none"> <li><b>Primary Offering:</b> Up to 2,430,932 newly issued shares c. EUR 20m / c. USD 23m</li> <li><b>Secondary Offering:</b> Up to 4,189,262 existing shares c. EUR 35m / c. USD 41m</li> <li><b>Brownshoe:</b> Up to 990,000 newly issued shares (c. EUR 8.2m / c. USD 9.6m), 15% of the Base Offering</li> <li><b>Total offer incl. Brownshoe:</b> Up to 7,610,194 shares (c. 29.6% of TSO / c. EUR 63m / c. USD 73m) (the "Offering")</li> </ul>  |
| <b>Expected free float</b>       | <ul style="list-style-type: none"> <li>c. 37.4% (assuming Brownshoe not exercised)</li> <li>c. 39.8% (assuming full exercise of the Brownshoe)</li> </ul>   |
| <b>Use of proceeds</b>           | <ul style="list-style-type: none"> <li>Building the Software Product Business, primarily through investments into the Defense &amp; Security vertical, evaluation of opportunities to spin-off defense and security products to civil use cases and productization of consulting work in other verticals;</li> <li>International and domestic expansion, organically and through selective M&amp;A; and</li> <li>Accelerating the growth of Reaktor Ecosystem venture business</li> </ul>   |
| <b>Cornerstone commitments</b>   | <p>Below investors have committed, subject to certain conditions, to subscribe for shares in the Company amounting to approx. EUR 45 million in the contemplated IPO at a pre money equity value of up to EUR 190 million.</p> <ul style="list-style-type: none"> <li>Ilmarinen Mutual Pension Insurance Company: EUR 15 million</li> <li>Mariatorp Oy: EUR 12 million</li> <li>Certain funds managed by SP-Fund Management Company Ltd: EUR 5 million</li> <li>Danske Invest Finnish Equity Fund: EUR 5 million</li> <li>Aktia Fund Management Company Ltd and on behalf of mutual funds managed by it: EUR 5 million</li> <li>WIP Asset Management Ltd: EUR 3 million</li> </ul>  |
| <b>Main shareholders pre-IPO</b> | <ul style="list-style-type: none"> <li>Antti Mäkelä: 14.8%</li> <li>Vesa Lauronen: 13.3%</li> <li>Tuomas Routto: 6.5%</li> <li>Timo Lukumaa: 6.5%</li> <li>Hannu Terävä: 5.4%</li> </ul>  |
| <b>Lock-up</b>                   | <ul style="list-style-type: none"> <li>Selling shareholders: 180 days</li> <li>Management, Board of Director and top 5 existing shareholders: 360 days</li> <li>Personnel issue participants: 180 days</li> <li>Company: 360 days</li> </ul>  |
| <b>Selling restrictions</b>      | <p>The shares will be offered to;</p> <ul style="list-style-type: none"> <li>The general public and personnel in Finland</li> <li>Institutional investors in Finland and abroad</li> </ul> <p>The offering to institutional investors will only be made to certain institutional investors outside the United States, pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act").</p>   |
| <b>Syndicate</b>                 | DNB Carnegie is acting as Sole Global Coordinator and Bookrunner  |
| <b>Expected Timetable</b>        | <ul style="list-style-type: none"> <li>Application period for institutional investors in Finland and abroad: 8 June 2026 – 15 June 2026 at the latest (ends at 10:00 EET)</li> <li>Application period for the general public in Finland and personnel: 8 June – 12 June at the latest (ends at 16:00 EET)</li> <li>First day of trading in the Company's shares on Nasdaq Helsinki: 16 June 2026</li> <li>Settlement date: 18 June 2026 (T+2)</li> </ul>  |

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