

Company	Terranor Group AB (publ) ("Terranor" or the "Company")
Offering type	Initial Public Offering ("IPO")
Securities offered	Existing ordinary shares
Listing Venue	Nasdaq First North Growth Market
Ticker / ISIN	TERNOR SS / SE0025159023
Offering price	Fixed offering at SEK 20 per share
Implied market cap	Approximately SEK 400 million / c. USD 42 million (representing the total market value of all shares in the Company after the IPO)
Business description	<p>Terranor is a leading Nordic provider of road operation and maintenance services, ensuring safe and functional infrastructure year-round. With operations in Sweden, Finland, and Denmark, the Company specializes in long-term contracts with government and municipal clients, offering services ranging from snow removal and asphaltting to traffic safety and green maintenance. Terranor benefits from structural market drivers such as urbanization, increased traffic, and rising safety and environmental standards.</p> <ul style="list-style-type: none"> 2024 Revenue: SEK 3,147 million with an adjusted EBITA of SEK 90 million, reflecting strong operational efficiency and profitability.
Base offering	The Offering comprises of 5,000,000 existing shares, corresponding to 25.0% of the total number of shares and votes in Terranor / c. SEK 100m / c. USD 11m
Over-allotment option	Up to 750,000 additional existing shares corresponding to c. SEK 15m / c. USD 1.6m / corresponding to 15% of the base offering Provided by selling shareholders
Total deal size	Provided that the Over-allotment option is exercised in full, the Offering will comprise up to 5,750,000 shares, corresponding to approximately 28,75% of the total number of shares and votes in Terranor after the completion of the Offering and c. SEK 115m / c. USD 12m
Selling shareholders	Mutares Holding-39 GmbH (the "Principal Owner")
Existing shareholders	Mutares Holding-39 GmbH (100%)
Lock-up	The Principal Owner: 180 days Members of the Board of Directors and members of Terranor's management team: 360 days
Selling restrictions	<p>The shares will be offered to;</p> <ul style="list-style-type: none"> The general public in Sweden Institutional investors in Sweden and abroad Terranor employees in Sweden, Denmark and Finland <p>The offer to institutional investors will only be made (i) 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"); and (ii) in the United States, only to those reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the U.S. Securities Act.</p>
Target market	Professional, non-professional and eligible counterparties Please see prospectus for further information
Syndicate	Sole Global Coordinator and Sole Bookrunner: DNB Carnegie
Expected Timetable	<ul style="list-style-type: none"> 23 June 2025: Prospectus publication 24 - 27 June 2025 (Books open at 08:00 CEST): Application period for the general public in Sweden (Closing at 15.00 CEST 27 June) 24-27 June 2025 (Books open at 08:00 CEST): Application period for institutional investors 30 June 2025: First day of trading ("T") 2 July 2025: Expected settlement ("T+2")

This term sheet is confidential and not for general distribution and shall not constitute an offer to buy, sell or subscribe for any securities. The term sheet is not for distribution in the United States, except in certain circumstances to Qualified Institutional Buyers, as defined in Rule 144A under the U.S. Securities Act of 1933 (the "U.S. Securities Act"). No public solicitations relating to a possible transaction in connection with the term sheet are being made or will be made, directly or indirectly, in the United States. Any securities that may be delivered in connection with the term sheet will not be registered under the U.S. Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. In addition, the securities offered hereby are subject to the transfer restrictions under the U.S. Securities Act described above. Further, this term sheet may not be distributed in, or to a resident of, Australia, Canada or Japan or any other jurisdiction where such distribution would be unlawful. Any failure to comply with this restriction may constitute a violation of applicable securities laws. While the Company is neither subject to Section 13 or 15(d) under the U.S. Exchange Act nor the reporting requirements under the U.S. Exchange Act pursuant to Rule 12g3-2(b) thereunder, any purchaser or prospective investor designated by a purchaser will be provided upon request the information specified in, and meeting the requirements of, Rule 144A (d)(4) under the U.S. Securities Act.