



News Release
For Immediate Release

TORNADO INFRASTRUCTURE EQUIPMENT TO BE ACQUIRED BY THE TORO COMPANY

CALGARY, October 6, 2025 – Tornado Infrastructure Equipment Ltd. ("**Tornado**" or the "**Company**") (TSX-V: TGH; OTCQX: TGHLF) is pleased to announce that it has entered into a definitive agreement (the "**Arrangement Agreement**") with The Toro Company whereby a subsidiary of The Toro Company (the "**Purchaser**") will acquire all of the outstanding Class "A" common shares ("**Shares**") of the Company in an all cash transaction (the "**Transaction**") for CAD \$1.92 per Share (the "**Purchase Price**"). The Purchase Price represents an aggregate fully diluted equity value for Tornado of approximately CAD \$279.3 million. Upon completion of the Transaction, Tornado will be an indirect wholly-owned private subsidiary of The Toro Company.

Key Highlights

The Transaction is the result of a comprehensive strategic review process over the past eight months, focused on maximizing value for the Company's shareholders ("**Strategic Review**"). The Strategic Review also involved discussions with a broad range of potential strategic buyers and financial sponsors. Prior to reaching out to any such potential strategic buyers and financial sponsors, the Company formed a committee of independent directors (the "**Special Committee**"), which was advised by independent and qualified legal and financial advisors. The Strategic Review has been supervised by the Special Committee, is the outcome of that process and is unanimously supported by the Special Committee and Tornado's management and its board of directors (the "**Board**").

The Special Committee, in making its unanimous determination to recommend approval of the Transaction to the Board, and the Board, in making its unanimous decision to approve the Transaction, considered, among other things, the following factors:

- Superior Strategic Alternative and Extensive Sale Process. An extensive sale process was undertaken with outreach and negotiations being conducted under the supervision of the Special Committee, with the assistance of legal and financial advisors. In conducting the Strategic Review, the Special Committee and Board assessed the business, operations, assets, financial condition, operating results and future prospects of the Company and the relative benefits and risks of various alternatives reasonably available to the Company, including the continued execution of the Company's existing strategic plan. During the course of the Strategic Review, a significant number of potential bidders were contacted and the Purchase Price of CAD \$1.92 per Share in cash represents the highest offer received by the Company under the sale process, and is more favourable (and can be achieved with less risk) than the value that might have been realized through pursuing a number of other strategic alternatives reasonably available to the Company.
- Certainty of Value and Immediate Liquidity. The all-cash consideration provides shareholders with certainty of value and immediate liquidity.
- Premium to Market Price. The Purchase Price of CAD \$1.92 per Share represents a premium of approximately 43.7% to the 12-month volume weighted average trading price as of October 3, 2025, the last trading day prior to the public announcement of the Transaction, a premium of 3.8% to the closing price of the Shares as of such date and a premium of approximately 30.3% over the 180-trading day volume weighted average trading price as of such date. In assessing these premiums, the Special Committee and the Board also considered the fact that the Shares had appreciated in price significantly over the short to medium-term, increasing by approximately 68.18% since January 2, 2025, and that recent trading prices reflected limited liquidity, representing values for a limited number of the Shares rather than broader market demand.

- Voting and Support Agreements. The Transaction is supported by nine of the Company's largest shareholders and each of its directors and senior executives who, in aggregate, hold approximately 54% of the issued and outstanding Shares (on a fully diluted basis) and who have entered into agreements to vote all of their Shares and other equity securities in favour of the Transaction.
- Fairness Opinions. Each of Stifel Nicolaus Canada Inc. ("**Stifel**") and Origin Merchant Partners ("**Origin**") has provided to the Special Committee and the Board an opinion to the effect that the consideration to be received by the holders of Shares pursuant to the Transaction is fair, from a financial point of view, to such shareholders, in each case subject to the respective limitations, qualifications and assumptions set out in those opinions.
- Terms of the Arrangement Agreement. The terms of the Arrangement Agreement are the result of a comprehensive arm's length negotiation process with the oversight and participation of the Special Committee and the Board and their advisors, which resulted in an agreement with terms and conditions that are reasonable in the judgment of the Special Committee and the Board.
- Limited Conditions to Closing. The Transaction is not subject to a financing condition and is otherwise subject to a limited number of customary closing conditions, including approval under the *Competition Act* (Canada).
- Ability to Respond to Superior Proposals. The terms and conditions of the Arrangement Agreement do not prevent the Board, in the exercise of its fiduciary duties, to respond, prior to the Shareholders Meeting, to certain unsolicited acquisition proposals that are more favourable, from a financial point of view, to the shareholders than the Transaction, subject to compliance with certain terms and conditions and certain 'rights to match' in favour of the Purchaser.
- Termination Fee. The termination fee payable by Tornado of CAD \$11.0 million is reasonable in the view of the Board and the Special Committee and only payable in customary and limited circumstances.

Transaction and Shareholder Meeting Details

The Transaction is to be completed by way of a plan of arrangement under the *Business Corporations Act* (Alberta). The Transaction is subject to certain approvals at the securityholders' meeting, including by at least two-thirds of the votes cast by securityholders (being the holders of Shares and of Company options, voting together as a single class) and if required, a simple majority of the votes cast on such resolution by Securityholders present in person or represented by proxy at the Company Meeting excluding, for the purposes of this clause (ii), votes attached to Shares and Company options held by Persons described in items (a) through (d) of Section 8.1(2) of Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions*. Completion of the Transaction is subject to other customary conditions, including receipt of court approval and approval under the *Competition Act* (Canada). The Transaction is expected to close in the fourth quarter of 2025.

The Arrangement Agreement includes customary non-solicitation provisions, which are subject to customary "fiduciary out" provisions that entitle the Company to terminate the Arrangement Agreement and accept a superior proposal subject to the Purchaser's matching rights.

Tornado expects to hold a special meeting of securityholders (the "**Meeting**") to consider the Transaction in November 2025 and to mail the management information circular for the Shareholders' Meeting in October 2025. Further information regarding the terms of the Arrangement Agreement, the background to the Transaction, the rationale for the recommendations made by the Special Committee and the Board and how shareholders can participate in and vote at the Meeting will be provided in the management information circular for the Meeting which will also be filed on SEDAR+ at www.sedarplus.ca. Shareholders are urged to read these and other relevant materials when they become available.

Upon closing of the Transaction, the Purchaser intends to cause the Shares to cease to be de-listed from the TSX-V and to cause the Company to submit an application to cease to be a reporting issuer under applicable Canadian securities laws.

The foregoing summary is qualified in its entirety by the provisions of the Arrangement Agreement, a copy of which, together with the voting and support agreements, will be filed on SEDAR+ at www.sedarplus.ca.

Advisors

Stifel is acting as the exclusive financial advisor to the Board and the Company. Origin is acting as independent financial advisor to the Special Committee. Stikeman Elliott LLP is acting as legal advisor to the Company and to the Special Committee. McCarthy Tetrault LLP is acting as legal advisor to the Purchaser and to The Toro Company.

About Tornado Infrastructure Equipment Ltd.

Tornado is a pioneer and leader in the vacuum truck industry and has been the choice of utility and oilfield professionals with over 1,900 hydrovacs sold since 2008. The Company designs and manufactures hydrovac trucks and, through its subsidiary CustomVac, based in Nisku, Alberta, produces complementary vacuum and industrial equipment solutions, including units designed for the transportation of dangerous goods, and provides maintenance and field services to its customers. In addition, Tornado operates a heavy-duty truck maintenance facility in central Alberta. The Company sells its products to excavation service providers in the infrastructure, environmental, industrial construction, and oil and gas markets. Hydrovac trucks use high-pressure water and vacuum to safely penetrate and cut soil to expose critical infrastructure for repair and installation without damage. Hydrovac excavation methods are quickly becoming a standard in North America to safely excavate in urban areas and around critical infrastructure, significantly reducing infrastructure damage and related fatalities.

For more information about Tornado Infrastructure Equipment Ltd., visit www.tornadotrucks.com or contact:

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Securityholders who have questions about the Company meeting or require assistance in voting may contact the Company's proxy solicitation agent:

Laurel Hill Advisory Group
North American Toll Free | 1-877-452-7184
Outside North America | 1-416-304-0211
By Email | assistance@laurelhill.com

Forward Looking Information

This news release contains "forward-looking information" as defined in applicable Canadian securities legislation. Such forward-looking statements typically contain statements with words such as "anticipate", "expect", "intend", "estimate", "propose", "believes" or similar words suggesting future outcomes or statements regarding an outlook. More particularly and without limitation, this news release contains forward-looking information and statements including, but not limited to, statements concerning the anticipated completion and timing of the Transaction, including timing and receipt of shareholder and court approvals and timing for filing materials on SEDAR+, the anticipated delisting of the Shares from the TSX-V and the Company ceasing to be a

reporting issuer under Canadian securities laws. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. In respect of forward-looking statements and information concerning the anticipated benefits and timing of the completion of the Transaction, the Company has provided such statements and information in reliance on certain assumptions that it believes are reasonable at this time, including assumptions as to the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary court and shareholder approvals; the ability of the parties to satisfy, in a timely manner, the other conditions for the completion of the Transaction, and other expectations and assumptions concerning the proposed Transaction. The anticipated dates indicated may change for a number of reasons, including the necessary court and shareholder approvals, the necessity to extend the time limits for satisfying the other conditions for the completion of the Transaction or the ability of the Board to consider and approve, subject to compliance by the Company of its obligations under the Arrangement Agreement, a superior proposal for the Company. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct, that the Transaction will be completed or that it will be completed on the terms and conditions contemplated in this press release.

Forward-looking information is provided for the purpose of presenting information about management's current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. Forward-looking information involves significant risks and uncertainties and should not be read as guarantees of future performance or results as actual results may differ materially from those expressed or implied in such forward-looking information. Those risks and uncertainties include, among other things: the possibility that the proposed Transaction will not be completed on the terms, or in accordance with the timing, currently contemplated or at all; the ability or inability to obtain, in a timely manner or at all, all necessary shareholder, court and other third party approvals (as applicable) required to consummate the Transaction or to otherwise satisfy the conditions for the completion of the Transaction; significant transaction costs or unknown liabilities; the ability of the Board to consider and approve, subject to compliance by the Company with its obligations under the Arrangement Agreement, a superior proposal for the Company; the failure to realize the expected benefits of the Transaction; the possibility of litigation relating to the Transaction; the possibility of adverse reactions or changes in business relationships resulting from the announcement or completion of the Transaction; and general economic conditions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding future plans and objectives of Tornado, constitute forward-looking information that involve various known and unknown risks, uncertainties, and other factors outside management's control. Forward-looking information is based on a number of factors and assumptions which have been used to develop such information but which may prove to be incorrect.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. There can be no assurance that such information will prove to be accurate and actual results and future events could differ materially from those anticipated in such forward-looking information.

The forward-looking information contained in this release is made as of the date of this release and the Company disclaims any intent or obligation to update or revise the forward-looking information contained in this release, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.

Neither the TSX-V nor its Regulation Service Provider (as that term is defined in policies of the TSX-V) accepts responsibility for the adequacy or accuracy of this news release.