



News Release
For Immediate Release

TORNADO INFRASTRUCTURE EQUIPMENT SECURITYHOLDERS APPROVE ARRANGEMENT WITH THE TORO COMPANY

CALGARY, December 2, 2025 – Tornado Infrastructure Equipment Ltd. ("**Tornado**" or the "**Company**") (TSX-V: TGH; OTCQX: TGHLF) is pleased to announce that at a special meeting of securityholders held earlier today (the "**Meeting**"), holders ("**Shareholders**") of Class "A" common shares ("**Shares**") of Tornado and holders ("**Optionholders**", and together with the Shareholders, the "**Securityholders**") of options to acquire Shares ("**Options**") voted in favour of the special resolution (the "**Arrangement Resolution**") approving the previously announced plan of arrangement involving the Company, The Toro Company ("**Toro**") and Tornado Acquisition Company ULC (the "**Purchaser**"), an affiliate of Toro, pursuant to which the Purchaser will acquire all of the issued and outstanding Shares for cash consideration of CAD \$1.92 per Share (the "**Arrangement**").

In order to be passed, the Arrangement Resolution required approval of (i) two thirds of the votes cast by Shareholders present or represented by proxy at the Meeting, (ii) two thirds of the votes cast by Securityholders of Tornado, voting together as a single class, present or represented by proxy at the Meeting, and (iii) a simple majority of the votes cast by Shareholders present or represented by proxy at the Meeting, excluding the votes attached to Shares held by Guy Nelson, Chairman and Director, in accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). A total of 116,874,757 votes were cast at the Meeting by Shareholders, representing 84.41% of the votes attached to the issued and outstanding Shares as of the record date of October 31, 2025 (the "**Record Date**"), and 83.74% of the votes attached to the issued and outstanding Shares as of the Record Date, excluding the votes attached to those Shares required to be excluded pursuant to MI 61-101. A total of 10,071,667 votes were cast at the Meeting by Optionholders, representing 89.16% of Tornado's issued and outstanding Options as of the Record Date. Detailed voting results for the Arrangement Resolution are as follows:

	# Votes For	% Votes For	# Votes Against	% Votes Against
All Shareholders	116,465,246	99.65%	409,511	0.35%
All Securityholders	126,536,913	99.68%	409,511	0.32%
Minority Approval	110,730,861	99.63%	409,511	0.37%

Anticipated Closing Date

The Arrangement remains subject to certain customary closing conditions, including the issuance of a final order by the Court of King's Bench of Alberta (the "**Court**") following the final order hearing scheduled to take place on December 3, 2025. If the Court approval is obtained and the other conditions are satisfied or waived, it is anticipated that the Arrangement will be completed by the parties on or about December 8, 2025.

Questions for Depositary

Shareholders who have questions or require assistance submitting their Securities in connection with the Arrangement may direct their questions to TSX Trust Company, which is acting as depositary in connection with the Arrangement, at 1-800-387-0825 (toll-free within North America) or at 1-416-682-3860 (outside of North America) or by email at shareholderinquiries@tmx.com. Detailed voting results for the Meeting are available under Tornado's profile on SEDAR+ at www.sedarplus.ca.

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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Forward Looking Information

*This press release contains certain "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking statements**") within the meaning of applicable Canadian securities legislation regarding Tornado and its business. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected" "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements.*

Specifically, statements regarding the anticipated timing of the final order hearing and the completion of the Arrangement and other statements that are not statements of historical facts are considered forward-looking information. The anticipated dates indicated may change for a number of reasons, including the necessity to extend the time limits for satisfying the other conditions for the completion of the Arrangement. The forward-looking information are based on management's opinions, estimates and assumptions. While these opinions, estimates and assumptions are considered by the Company to be appropriate and reasonable in the circumstances as of the date of this press release, they are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, levels of activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking information.

The forward-looking information are subject to significant risks including, without limitation: risks relating to the completion of the Arrangement and general economic conditions.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events might vary materially from those anticipated in the forward-looking information. Although the Company has attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to the Company or that the Company presently believes are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information.

There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, you should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this press release represents the Company's expectations as of the date specified herein, and are subject to change after such date. However, the Company disclaims any intention or obligation or undertaking to update or revise any forward-looking information or to publicly announce the results of any revisions to any of those statements, whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements.

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