

TERRAVEST ANNOUNCES THE ACQUISITION OF ENTRANS INTERNATIONAL AND AMENDED CREDIT FACILITY

TORONTO, ONTARIO (March 17, 2025) – TerraVest Industries Inc. (TSX: TVK) (“TerraVest”) is pleased to announce that it has acquired EnTrans International (“EnTrans”) – a premier North American manufacturer of tank trailers and transportation solutions.

Headquartered in Athens Tennessee, with additional manufacturing operations in Minnesota, Texas, Mexico, and Thailand, EnTrans is the industry-leading manufacturer of tank trailers, heavy haul trailers and LPG transportation equipment under the Heil Trailer, Polar Tank Trailer, Kalyn Siebert and Jarco brand names. The company serves mission-critical sectors, including petroleum, chemical, food-grade and cryogenic transport and has a reputation for engineering excellence.

EnTrans was acquired for US\$546 million at closing, plus contingent earn-out consideration based on the future financial performance of EnTrans in the 12-month period following the date of acquisition of up to US\$46 million. This represents TerraVest’s largest acquisition to date, with the purchase price representing a multiple of approximately 7.0x to EnTrans’ trailing twelve-month EBITDA¹.

Strategic Rationale

- Well-established market-leading manufacturer with long standing brand recognition in a mature niche industry with diversified end-markets;
- High quality, young management team with capability to grow the platform;
- Highly complimentary product lines that will allow for cross-selling opportunities across North America;
- World-class manufacturing facilities with excess capacity for TerraVest to leverage;
- Benefits through supply chain and procurement economies of scale with many existing TerraVest product lines;
- Multiple growth avenues through new cryogenic product lines, department of defense expertise, as well as inorganic opportunities in other niche transportation end-markets; and
- Added geographical diversification further mitigates against tariff exposure across TerraVest’s corporate platform.

Financial Highlights

- Purchase price of US\$546 million at closing plus a contingent sliding-scale earnout payment of up to US\$46 million based on the twelve-month financial performance of EnTrans following the date of acquisition – representing a multiple of 7.0x trailing twelve-month EBITDA;
- Immediately accretive to earnings per share; and
- Low capital expenditure manufacturing business with attractive free cash flow.

Dustin Haw, Chief Executive Officer welcomes the employees and management of EnTrans and looks forward to their continuing commitment to the Company and dedication to their customers. “EnTrans is a very strategic fit for TerraVest, with the broadest and most reputable product suite in the industry, and a world-class manufacturing footprint. Together with Advance Engineered Products and our existing compressed gas transportation product offering, TerraVest is a market-leader in the North American tank trailer industry.” said Mr. Haw. “This acquisition is transformational for TerraVest providing multiple growth opportunities for the combined company and I am very excited to work with Ryan Rockafellow and the rest of the EnTrans management team as they grow the business.” continued Mr. Haw.

¹ EBITDA after rent expense.

“Entrans International has built a strong reputation by delivering high-performance solutions to customers across the world,” said Ryan Rockafellow, CEO of Entrans. “This partnership allows us to build on that success by expanding our capabilities, growing our product offerings and strengthening our commitment to delivering industry-leading transportation solutions.”

TerraVest also announces that it has amended and restated its existing credit facility (the “Credit Facility”) to fund the acquisition of Entrans with a syndicate of lenders led by Desjardins Group acting as sole lead arranger, sole bookrunner and administrative agent. The Credit Facility now consists of a C\$800 million revolving credit facility maturing in three years, a \$200 million term loan and two C\$100 million term loans secured by TerraVest Industries Inc. and its wholly-owned subsidiaries.

“I would like to thank Desjardins Group for their continued support and commitment to our business. They have played an instrumental part of our growth over the years and we are looking forward to future growth with them and other lenders in our syndicate.” Said Charles Pellerin, Executive Chairman of TerraVest. “I would like to welcome Ryan Rockafellow and the entire team at Entrans. They are a young and talented group that share a cultural fit with TerraVest and a desire to grow their business. I am looking forward to working with them.”

FOR FURTHER INFORMATION PLEASE CONTACT:

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Caution Regarding Forward-Looking Statements

This news release contains forward-looking statements. All statements other than statements of historical fact contained in this news release are forward-looking statements, including, without limitation, statements regarding our strategic direction and evaluation of the business segments and TerraVest as a whole, the anticipated benefits and synergies for TerraVest resulting from the transaction (including TerraVest’s ability to leverage Entrans’ manufacturing facilities and anticipated supply chain benefits), the anticipated effect of the transaction on TerraVest’s strategy, operations and financial performance (including the complimentary nature of product lines as well as the ability to cross-sell in North America), the growth capabilities and opportunities of TerraVest and Entrans (including Entrans’ existing management team), any earnout payment payable pursuant to the transaction, TerraVest’s plans with respect to its existing portfolio businesses and long-term acquisition strategy and other plans and objectives of or involving TerraVest. Readers can identify many of these statements by looking for words such as “expects” and “will” or similar terms or variations of these words. Although management believes that the expectations represented in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct.

By their nature, forward-looking statements require us to make assumptions and, accordingly, forward-looking statements are subject to inherent risks and uncertainties. There is significant risk that the forward-looking statements will not prove to be accurate. We caution readers of this news release not to place undue reliance on our forward-looking statements because a number of factors may cause actual future circumstances, results, conditions, actions or events to differ materially from the plans, expectations, estimates or intentions expressed in the forward-looking statements and the assumptions underlying the forward-looking statements.

Assumptions and analysis about the performance of TerraVest as a whole and its business segments, the markets in which the business segments compete and the prospects and values of the business segments are considered in setting the business plan for TerraVest, plans and/or ability to pay dividends, outlook for operations, financial position, results and cash flows, other plans and objectives and in making related forward-looking statements. Such assumptions include, without limitation, demand for products and services of the business segments in respect of the Canadian and other markets in which the businesses are active will be stable, and that input costs to business segments do not vary significantly from levels experienced historically. Should any of these factors or assumptions vary, actual results may differ materially from the forward-looking statements.

Non-IFRS Financial Measures - EBITDA

This news release makes reference to “EBITDA” which is a non-IFRS financial measure. This measure is not a recognized measure under IFRS and does not have a standardized meaning prescribed by IFRS.

“EBITDA” is defined as earnings before interests, income taxes, depreciation and amortization. Management believes this is a useful metric in evaluating the ongoing operating performance of TerraVest. Readers are cautioned that EBITDA should not be construed as an alternative to net income determined in accordance with IFRS as an indicator of TerraVest’s or Entrans’ performance.