Ramirent Plc / Loxam S.A.S. Stock Exchange Release August 13, 2019 at 8:00 a.m. CEST / 9:00 a.m. EEST

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG, OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW. FOR FURTHER INFORMATION, SEE SECTION "IMPORTANT INFORMATION" BELOW.

# Final Results of the Subsequent Offer Period of Loxam S.A.S.'s Voluntary Recommended Public Cash Tender Offer for Ramirent Plc

Loxam S.A.S. ("Loxam" or the "Offeror") commenced on June 19, 2019 a voluntary recommended public cash tender offer to purchase all of the issued and outstanding shares in Ramirent Plc ("Ramirent") that are not held by Ramirent or any of its subsidiaries (the "Tender Offer"). The subsequent offer period under the Tender Offer (the "Subsequent Offer Period") commenced on July 24, 2019 at 9:30 a.m. (Finnish time) and expired on August 8, 2019 at 4:00 p.m. (Finnish time).

According to the final results of the Subsequent Offer Period, the shares tendered during the Subsequent Offer Period represent approximately 1.09% of all the issued and outstanding shares and votes in Ramirent. Together with the shares tendered during the initial offer period and otherwise acquired by the Offeror through market purchases, the shares represent approximately 98.22% of all the issued and outstanding shares and votes in Ramirent.

The offer consideration for the shares validly tendered during the Subsequent Offer Period will be paid to the shareholders on or about August 14, 2019 in accordance with the payment procedures described in the terms and conditions of the Tender Offer. The actual time of receipt of the payment by tendering shareholders will depend on the time required to process the onward payment by financial institutions.

It is the Offeror's intention to acquire all the shares in Ramirent. The Offeror has on July 29, 2019 filed an application with the Redemption Board of the Finland Chamber of Commerce to initiate compulsory redemption proceedings for the remaining Ramirent shares under the Finnish Companies Act.

The Offeror may continue to acquire Ramirent shares in public trading on Nasdaq Helsinki or otherwise outside the Tender Offer.

The Offeror intends to cause the shares of Ramirent to be delisted from Nasdaq Helsinki Ltd. as soon as permitted and practicable under applicable laws.

### **Investor Enquiries:**

Patrick Bourmaud / Maëg Videau, Loxam S.A.S. Tel. +33 158 440 400 ir@loxamgroup.com

Ulf Lundahl, Chairman of the Board of Directors, Ramirent Plc Tel. +46 70 820 4648 ulflundahl03@gmail.com

Agnès Catineau / Bénie Igiraneza, Brunswick Group Tel. +33 (0)1 53 96 83 83 Ioxam@brunswickgroup.com

**Media Enquiries:** 

Sylvie Passat, Head of Communication, Loxam S.A.S. Tel. +33 158 440 400 sylvie.passat@loxam.com

Jukka Havia, EVP and CFO, Ramirent Plc Tel. +358 50 355 3757 jukka.havia@ramirent.com

## ABOUT LOXAM

Loxam is the leading equipment rental company in Europe with consolidated revenue of EUR 1,483 million in 2018 and approximately 8,000 employees. Loxam's network of more than 766 branches extends over 13 countries in Europe (France, Germany, the United Kingdom, Ireland, Belgium, Switzerland, Spain, Portugal, Luxemburg, the Netherlands, Denmark, Norway and Italy) as well as in the Middle East, Morocco and Brazil.

## ABOUT RAMIRENT

Ramirent is a leading service company offering equipment rental for construction and other industries. Our mission is to help our customers gear up on safety and efficiency by delivering great equipment and smooth service with a smile. We have around 2,900 co-workers at 290 customer centers across nine countries in Northern and Eastern Europe. In 2018, Ramirent Group sales reached a total of EUR 712 million. Ramirent is listed on Nasdaq Helsinki Ltd (RAMI).

## **IMPORTANT INFORMATION**

THIS RELEASE MAY NOT BE RELEASED OR OTHERWISE DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS RELEASE IS NOT A TENDER OFFER DOCUMENT AND AS SUCH DOES NOT CONSTITUTE AN OFFER OR IN-VITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE IS NOT AN OFFER TO SELL OR THE SOLICI-TATION OF AN OFFER TO BUY ANY SECURITIES DESCRIBED HEREIN, AND IS NOT AN EXTENSION OF THE TEN-DER OFFER, IN, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG. INVESTORS SHALL ACCEPT THE TENDER OFFER FOR THE SHARES ONLY ON THE BASIS OF THE INFORMATION PROVIDED IN A TENDER OFFER DOCUMENT. OFFERS WILL NOT BE MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE EITHER AN OFFER OR PARTICIPATION THEREIN IS PROHIBITED BY APPLICABLE LAW OR WHERE ANY TENDER OFFER DOC-UMENT OR REGISTRATION OR OTHER REQUIREMENTS WOULD APPLY IN ADDITION TO THOSE UNDERTAKEN IN FINLAND.

THE TENDER OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND, WHEN PUBLISHED, THE TENDER OFFER DOCUMENT AND RELATED ACCEPTANCE FORMS WILL NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JU-RISDICTION WHERE PROHIBITED BY APPLICABLE LAW. IN PARTICULAR, THE TENDER OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, IN OR INTO, OR BY USE OF THE POSTAL SERVICE OF, OR BY ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEX, TELEPHONE OR THE INTERNET) OF INTERSTATE OR FOREIGN COMMERCE OF, OR ANY FACILITIES OF A NATIONAL SECURITIES EXCHANGE OF, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG. THE TENDER OFFER CANNOT BE ACCEPTED, DIRECTLY OR INDIRECTLY, BY ANY SUCH USE, MEANS OR INSTRUMENTALITY OR FROM WITHIN, CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG.

THIS STOCK EXCHANGE RELEASE OR ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE TENDER OF-FER IS NOT BEING MADE AND HAVE NOT BEEN APPROVED BY AN AUTHORISED PERSON FOR THE PURPOSES OF SECTION 21 OF THE UK FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA"). ACCORDINGLY, THIS STOCK EXCHANGE RELEASE OR ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE TENDER OFFER ARE NOT BEING DISTRIBUTED TO, AND MUST NOT BE PASSED ON TO, THE GENERAL PUBLIC IN THE UNITED KINGDOM. THE COMMUNICATION OF THIS STOCK EXCHANGE RELEASE OR ANY OTHER DOCUMENT OR MA-TERIALS RELATING TO THE TENDER OFFER IS EXEMPT FROM THE RESTRICTION ON FINANCIAL PROMOTIONS UNDER SECTION 21 OF THE FSMA ON THE BASIS THAT IT IS A COMMUNICATION BY OR ON BEHALF OF A BODY CORPORATE WHICH RELATES TO A TRANSACTION TO ACQUIRE DAY TO DAY CONTROL OF THE AFFAIRS OF A BODY CORPORATE; OR TO ACQUIRE 50 PER CENT. OR MORE OF THE VOTING SHARES IN A BODY CORPORATE, WITHIN ARTICLE 62 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005.

THIS STOCK EXCHANGE RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI LTD AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS ANNOUNCEMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

## Notice to U.S. Shareholders

U.S. shareholders are advised that the shares of Ramirent are not registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and that Ramirent is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") thereunder.

The Tender Offer is open to Ramirent's shareholders resident in the United States and is made on the same terms and conditions as those made to all other shareholders of Ramirent to whom an offer is made. Any information documents, including this Release, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Ramirent's other shareholders.

The Tender Offer is expected to be made in the United States pursuant to Section 14(e) and Regulation 14E under the Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of Finnish law. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

To the extent permissible under applicable law or regulations, including Rule 14e-5 under the Exchange Act, Loxam and its affiliates or brokers (acting as agents for Loxam or its affiliates, as applicable) may from time to time, directly or indirectly, purchase or arrange to purchase, outside of the Tender Offer shares of Ramirent or any securities that are convertible into, exchangeable for or exercisable for such shares of Ramirent, provided that no such purchases or arrangements to purchase outside of the Tender Offer will be made in the United States by or on behalf of the Offeror or its affiliates or for a price that is greater than the Offer Price. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of Ramirent of such information. In addition, the financial advisers to Loxam, or affiliates of the financial advisors, may also engage in ordinary course trading activities in securities of Ramirent, which may include purchases or arrangements to purchase such securities.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, or passed any comment upon the adequacy or completeness of any tender offer document. Any representation to the contrary is a criminal offence in the United States.