

Ramirent Plc / Loxam S.A.S.  
Stock Exchange Release  
July 23, 2019 at 8:00 a.m. CEST / 9:00 a.m. EEST

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**Final Results of Loxam S.A.S.'s Voluntary Recommended Public Cash Tender Offer for All Shares Issued by Ramirent Plc: Loxam S.A.S. Completes the Tender Offer and Commences a Subsequent Offer Period**

Loxam S.A.S. ("**Loxam**" or the "**Offeror**") has on June 19, 2019 commenced 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 acceptance period of the Tender Offer commenced on June 19, 2019 at 9:30 a.m. (Finnish time) and expired on July 18, 2019 at 4:00 p.m. (Finnish time) (the "**Offer Period**").

According to the final results of the Tender Offer, the shares tendered in the Tender Offer represent approximately 96.25% of all the issued and outstanding shares and votes in Ramirent, which amounts to more than ninety percent (90%) of the aggregate number of shares and voting rights in Ramirent calculated on a fully diluted basis. As this satisfies the minimum acceptance condition of the Tender Offer as set forth in the terms and conditions and all other conditions to completion are fulfilled or waived by the Offeror, Loxam is pleased to announce that it will complete the Tender Offer in accordance with its terms and conditions.

Commenting on this important milestone, Gérard Déprez, President & CEO of Loxam S.A.S. stated: "*Loxam is pleased to officially announce that its offer to acquire Ramirent has been successful. Ramirent and Loxam will now join forces to build a pan-European leader in the equipment rental business, a financially resilient, highly complementary and geographically balanced business that can better serve its clients through its enhanced scale. I am very much looking forward to working closely with the talented and experienced management team and employees of Ramirent and welcoming them in the Loxam Group.*"

The completion trades will be settled and the offer consideration will be paid to the shareholders who have validly accepted the Tender Offer in accordance with the terms and conditions of the Tender Offer on or about July 24, 2019. 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.

In order to allow the remaining shareholders the possibility to accept the Tender Offer, the Offeror has decided to commence a subsequent offer period in accordance with the terms and conditions of the Tender Offer (the "**Subsequent Offer Period**"). The Subsequent Offer Period will commence on July 24, 2019 at 9:30 a.m. (Finnish time) and expire on August 8, 2019 at 4:00 p.m. (Finnish time). During the Subsequent Offer Period, the Tender Offer can be accepted in accordance with the acceptance procedure described in the terms and conditions of the Tender Offer. All acceptances will be binding and cannot be withdrawn. Further instructions can be obtained from Handelsbanken Capital Markets by sending an email to [tenderoffer@handelsbanken.fi](mailto:tenderoffer@handelsbanken.fi).

The Offeror will announce the preliminary percentage of the shares validly tendered during the Subsequent Offer Period on or about August 9, 2019 and the final percentage on or about August 13, 2019. 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 and to cause Ramirent to apply for delisting of its shares from Nasdaq Helsinki Ltd. As the Offeror's ownership in Ramirent will exceed 90% of all the

shares and voting rights in Ramirent after the settlement of the shares tendered in the Tender Offer, the Offeror intends to initiate compulsory redemption proceedings for the remaining Ramirent shares under the Finnish Companies Act.

The Offeror may purchase shares in Ramirent during or after the Subsequent Offer Period also in public trading on Nasdaq Helsinki Ltd or otherwise outside the Tender Offer.

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**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 294 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).

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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.