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PRESS RELEASE



**LOXAM S.A.S. ANNOUNCES LAUNCH OF OFFERING OF  
SENIOR SECURED NOTES DUE 2025, SENIOR SECURED NOTES DUE 2026 AND  
SENIOR SUBORDINATED NOTES DUE 2027**

**Paris — July 15, 2019.** Loxam S.A.S. (the “**Company**”) today announced that it has launched an offering of €1,150,000,000 aggregate principal amount of senior secured notes due 2025 and 2026 and €250,000,000 aggregate principal amount of senior subordinated notes due 2027 (together, the “**Notes**”).

The proceeds from the offering of each series of Notes will be deposited into escrow accounts (the “**Escrow Accounts**”) pending satisfaction of the conditions precedent set forth in the combination agreement related to the previously announced acquisition by the Company of 100% the outstanding securities of Ramirent plc (the “**Target**”).

Following the receipt by the Company of tenders representing more than 90% of the issued and outstanding shares and voting rights of the Target, the proceeds from the offering of the Notes will be released from the Escrow Accounts and paid to the Company for it to purchase the tendered shares (the date of such purchase being referred to herein as the “**Completion Date**”), to refinance certain of the Target’s gross debt and to pay fees and expenses related to the acquisition of the Target and the offering of the Notes. If less than 100% of the shares of the Target are tendered on or prior to the Completion Date, the remainder of the proceeds from the offering of the Notes will be paid to the Company for it to complete the acquisition of the remaining shares of the Target outstanding in one or more transactions.

If the Completion Date does not take place on or prior to December 31, 2019, the Notes will be subject to a special mandatory redemption. The special mandatory redemption price for each series of Notes will be equal to 100% of the aggregate principal amount of the Notes, plus accrued and unpaid interest and additional amounts, if any, to, but excluding the date of such special mandatory redemption.

For further information, please contact the Company:

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This press release constitutes a public disclosure of inside information by the Company under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (10 June 2016).

**Cautionary Statement**

This press release is for information purposes only and does not constitute a prospectus or an offer to sell or the solicitation of an offer to buy any security in the United States of America or in any other jurisdiction. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). The Notes have not been and will not be registered under the Securities Act and will only be offered outside the United States in reliance on Regulation S under the Securities Act. There is no assurance that the offering will be completed or, if completed, as to the terms on which it is completed.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the “**Insurance Mediation Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an

invitation to the public in connection with any offer within the meaning of the Directive 2003/71/EC (as amended or superseded, the “**Prospectus Directive**”). The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Directive from the requirement to produce a prospectus for offers of securities.

This communication is only being distributed to and is only directed at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments (being investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Financial Promotion Order**”), (iii) fall within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Financial Promotion Order, or (iv) to the extent that doing so does not prejudice the lawful distribution of the offering memorandum to the foregoing, are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) in connection with the issue or sale of any Notes may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”).

MiFID II professionals/ECPs-only/No PRIIPs KID – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail in EEA.

In connection with the issuance of the Notes, one of the initial purchasers will serve as stabilizing manager and may over-allot the Notes or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail. However, there is no assurance that the stabilizing manager (or persons acting on behalf of the stabilizing manager) will undertake stabilization actions. Any stabilization action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Notes is made and, if begun, may be ended at any time, but it must end no later than the earlier of 30 days after the issue date of the Notes and 60 days after the date of the allotment of the Notes. Any stabilization action or over-allotment must be conducted in accordance with all applicable laws and rules.

Neither the content of the Company’s website nor any website accessible by hyperlinks on the Company’s website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

### **Forward Looking Statements**

This press release may include forward looking statements. These forward looking statements can be identified by the use of forward looking terminology, including the terms as “believe”, “expect”, “anticipate”, “may”, “assume”, “plan”, “intend”, “will”, “should”, “estimate”, “risk” and or, in each case, their negative, or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts and include statements regarding the Company’s or any of its affiliates’ intentions, beliefs or current expectations concerning, among other things, the Company’s or any of its affiliates’ results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward looking statements are not guarantees of future performance and that the Company’s or any of its affiliates’ actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward looking statements contained in this press release. In addition, even if the Company’s or any of its affiliates’ results of operations, financial condition and liquidity, and the development of the industries in which they operate are consistent with the forward looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

The forward-looking statements and information contained in this announcement are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.