

Loxam S.A.S. Supplements the Tender Offer Document Relating to the Voluntary Recommended Public Cash Tender Offer for All Shares Issued by Ramirent Plc

Ramirent Plc / Loxam S.A.S.
Stock Exchange Release
July 2, 2019 at 2:30 p.m. CEST / 3:30 p.m. EEST

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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 under the Tender Offer commenced on June 19, 2019 at 9:30 a.m. (Finnish time) and, as previously announced, will expire on July 18, 2019 at 4:00 p.m. (Finnish time) (the "**Offer Period**"). The Offeror reserves the right to extend the Offer Period in accordance with the terms and conditions of the Tender Offer.

The Finnish Financial Supervisory Authority has today approved a supplement to the tender offer document dated June 18, 2019 (the "**Tender Offer Document**") relating to the Tender Offer (the "**Supplement Document**"). The Supplement Document relates to the completion of Ramirent's acquisition of Stavdal AB, which was announced by Ramirent on July 1, 2019. The Supplement Document and the Stock Exchange Release (as defined below) have been attached as Annex 1 to this release.

The Offeror supplements the Tender Offer Document as follows:

On July 1, 2019, Ramirent published a stock exchange release concerning the completion of its acquisition of Stavdal AB (the "**Stock Exchange Release**"). In connection with the completion of the Stavdal AB acquisition, Ramirent has issued 5,848,341 new shares to the shareholders of Stavdal AB (the "**Stavdal Shares**") (see annex F to the Supplement Document: *Ramirent Stock Exchange Release July 1, 2019: Ramirent completes the Stavdal acquisition – New shares issued to complete the transaction have been registered*).

Under the terms and conditions of the tender offer the issuance of the Stavdal Shares does not impact the offer price of EUR 9.00 in cash offered for each share in Ramirent validly tendered in accordance with the terms and conditions of the tender offer.

On the date of the Supplement Document the number of issued shares in Ramirent is 114,545,669, of which 113,612,217 are outstanding.

Furthermore, the Offeror reconfirms the Tender Offer Document's prior statements as follows:

- The offer condition (section 4.4.2 in the Tender Offer Document) concerning the valid tender of more than ninety percent (90%) of the outstanding shares in Ramirent shall be calculated against the aggregate of 113,612,217 outstanding shares in Ramirent (assuming no further dilution).
- The Offeror has received irrevocable undertakings to accept the tender offer subject to certain customary conditions from all the shareholders of Stavdal AB, who received the Stavdal Shares in connection with the completion of the acquisition of Stavdal AB. These irrevocable undertakings, together with the other irrevocable undertakings set out in the Tender Offer Document, represent together approximately 35.4 percent of the outstanding shares and votes of Ramirent.

This means that acceptances for at least 102,250,996 Ramirent shares will need to be received prior to the offer period expiring on July 18, 2019 for the Tender Offer to go ahead, unless the Offeror waives the condition pursuant to the terms and conditions of the Tender Offer. The Board of Directors of Ramirent has unanimously recommended that the shareholders of Ramirent accept the Tender Offer.

The tender offer document will be available with the Supplement Document in Finnish from July 2, 2019 onwards at the headquarters of Loxam, 89, avenue de la Grande Armée, 75219 Paris Cedex 16, France, the offices of Handelsbanken Capital Markets, Itämerenkatu 11-13, FI-00180, Helsinki, Finland, and at Nasdaq Helsinki Ltd, Fabianinkatu 14, FI-00130 Helsinki, Finland. The electronic version of the tender offer document with the Supplement Document will be available in Finnish from July 2, 2019 onwards online at www.loxamgroup.com/loxam-offer-for-ramirent, and www.handelsbanken.fi/ostotarjous and in English from July 2, 2019 onwards online at www.loxamgroup.com/loxam-offer-for-ramirent, and www.handelsbanken.fi/tenderoffer.

Annex 1: Supplement Document and Stock Exchange Release

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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 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 (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 advisers, 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.