

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

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).

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 INVITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE IS NOT AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES DESCRIBED HEREIN, AND IS NOT AN EXTENSION OF THE TENDER 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 DOCUMENT 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 JURISDICTION 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 OFFER 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 MATERIALS 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 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.

ANNEX 1

**SUPPLEMENT DOCUMENT TO LOXAM S.A.S.'S TENDER OFFER DOCUMENT DATED
JUNE 18, 2019 RELATING TO THE VOLUNTARY RECOMMENDED PUBLIC CASH TENDER
OFFER FOR ALL SHARES ISSUED BY RAMIRENT OYJ**

July 2, 2019

THE TENDER OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND THIS TENDER OFFER DOCUMENT AND RELATED ACCEPTANCE FORMS AND SUPPLEMENT DOCUMENTS ARE NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW BY ANY MEANS WHATSOEVER INCLUDING, WITHOUT LIMITATION, MAIL, FACSIMILE TRANSMISSION, E-MAIL OR TELEPHONE. IN PARTICULAR, THE TENDER OFFER IS NOT MADE IN AND THE TENDER OFFER DOCUMENT AND THIS SUPPLEMENT DOCUMENT MUST UNDER NO CIRCUMSTANCES BE DISTRIBUTED INTO CANADA, JAPAN, AUSTRALIA, SOUTH AFRICA OR HONG KONG OR ANY OTHER JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW.

Loxam S.A.S. (the “**Offeror**” or “**Loxam**”) supplements the tender offer document dated June 18, 2019 (the “**Tender Offer Document**”) in accordance with Chapter 11, Section 11, Subsection 4 of the Finnish Securities Markets Act (746/2012, fi: arvopaperimarkkinalaki) with the following information of this document (the “**Supplement Document**”):

The Offeror supplements the Tender Offer Document as follows:

On July 1, 2019, Ramirent Plc (“**Ramirent**” or the “**Company**”) published a stock exchange release concerning the completion of its acquisition of Stavdal AB. 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 this 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 this 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.

The Tender Offer Document with the aforementioned supplement is available from July 2, 2019.

The Finnish Financial Supervisory Authority has approved the Finnish language version of this supplement but is not responsible for the accuracy of the information presented therein. The decision number of such approval is FIN-FSA 12/02.05.05/2019.

Notice to Shareholders in the United States

U.S. shareholders are advised that the Shares are not registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and that the Company 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 the Company’s shareholders resident in the United States and is made on the same terms and conditions as those made to all other shareholders of the Company to whom

an offer is made. Any information documents, including the Tender Offer Document and this Supplement Document, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to the Company's other shareholders.

The Tender Offer is open for the issued and outstanding shares in the Company, which is domiciled in Finland. Information distributed in connection with the Tender Offer is subject to the disclosure requirements of Finland, which are different from those of the United States. In particular, the financial statements and financial information included in this Tender Offer Document have been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies.

It may be difficult for all Company's shareholders to enforce their rights and any claims they may have arising under the federal securities laws, since the Offeror and the Company are located in non-U.S. jurisdictions, and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. The Company's shareholders may not be able to sue the Offeror or the Company or their respective officers or directors in a non-U.S. court for violations of the U.S. securities laws. It may be difficult to compel the Offeror and the Company and their respective affiliates to subject themselves to a U.S. court's judgment.

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, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time, directly or indirectly, purchase or arrange to purchase outside of the Tender Offer Shares or any securities that are convertible into, exchangeable for or exercisable for such Shares, 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 the Company of such information. In addition, the financial advisors to the Offeror, or affiliates of the financial advisors, may also engage in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities.

The receipt of cash pursuant to the Tender Offer by a U.S. shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of accepting the Tender Offer.

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 the Tender Offer Document or this Supplement Document. Any representation to the contrary is a criminal offence in the United States.

Notice to Shareholders in the United Kingdom

THE TENDER OFFER DOCUMENT, THIS SUPPLEMENT DOCUMENT OR ANY OTHER DOCUMENT OR MATERIALS RELATING TO THE TENDER OFFER 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, THE TENDER OFFER DOCUMENT, THIS SUPPLEMENT DOCUMENT 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 THE TENDER OFFER DOCUMENT, THIS SUPPLEMENT DOCUMENT OR ANY OTHER DOCUMENT OR MATERIALS 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.

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The logo for Ramirent, featuring the word "RAMIRENT" in a bold, blue, sans-serif font, centered on a bright yellow rectangular background.

Ramirent Plc
Total number of voting rights and capital

Ramirent completes the Stavdal acquisition – New shares issued to complete the transaction have been registered

Ramirent Plc Stock Exchange Release July 1, 2019 at 15:00 EET

Ramirent Plc ("Ramirent") has today completed the acquisition of all the shares in Stavdal AB ("Stavdal") as originally [announced on April 8, 2019](#). The acquisition was approved by the Swedish Competition Authority on June 19, 2019.

Ramirent has paid approximately EUR 86 million as a cash consideration and issued 5,848,341 new Ramirent shares as a directed share issue to the former shareholders of Stavdal. The directed share issue is based on an authorization given by the Annual General Meeting held on March 17, 2016. Additionally, Stavdal's underlying bank financing of approximately EUR 40 million will be consolidated to Ramirent Group.

The new Ramirent shares have today been registered with the Finnish Trade Register. The shares represent approximately 5.1 percent of all the shares in Ramirent following their registration with the Finnish Trade Register. The new shares carry equal rights with the existing shares of Ramirent. Ramirent has applied for the new shares to be admitted to trading on the official list of Nasdaq Helsinki Ltd. Following the registration of the new shares, the total number of shares and votes in Ramirent is 114,545,669. The number of treasury shares stands at 933,452.

The acquisition, completed today, includes Stavdal's modern fleet as well as customer centers in 13 locations in Sweden and in Oslo area in Norway. Stavdal's 280 rental professionals have now joined Ramirent. The acquisition contributes to financial figures of Ramirent's Swedish and Norwegian segments starting from Q3 2019.

Guidance for 2019 unchanged

Ramirent's guidance for 2019 as well as its long-term financial targets remain unchanged.

For further information, please contact:

Jukka Havia, EVP and Chief Financial Officer, Ramirent Plc, tel. +358 50 355 3757.

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 9 countries in northern and eastern Europe. In 2018, Ramirent Group net sales reached a total of EUR 712 million. Ramirent is listed on the Nasdaq Helsinki (RAMI). In Sweden Ramirent has about 800 employees and 75 Customer Centers. **Ramirent - Gear Up. Equipment rental at your service**

Stavdal is one of the leading general equipment rental companies in Sweden. The company operates modern fleet including lifts, construction machines, construction equipment and modules. The company also offers related services and training. In 2018, Stavdal had revenue of SEK 819 million and approx. 280 employees. Read more at www.stavdal.se

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