

# Inside information: Haier Europe Appliances Holding B.V. Announces a Voluntary Public Cash Tender Offer for all Shares in Purmo

Haier Europe Appliances Holding B.V., Inside Information, July 15, 2024, 9.15 a.m. EET

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- Haier Europe Appliances Holding B.V. (“**Offeror**”) is providing all shareholders of Purmo Group Plc (“**Purmo**” or the “**Company**”) a superior offer of EUR 13.68 for each Class C Share (as defined below) and each Class F Share (as defined below) eligible for conversion into a Class C Share, representing 22.7 percent premium compared to the pending offer for each Class C Share other than the Class C Shares held by Rettig Oy Ab by Project Grand Bidco (as defined below). The offer price is EUR 8.28 for each Class F Share ineligible for conversion into a Class C Share.
- The Offeror’s indirect parent company, HSH (as defined below), is a global leader in smart home solutions. HSH recorded revenue of approximately EUR 33 billion in 2023, and sees itself as well equipped to support Purmo’s strategic ambitions with financial resources, R&D (as defined below) capabilities, and market access.
- HSH is keen to maintain Purmo as a thriving business unit dedicated to providing sustainable indoor climate comfort solutions in Europe within the HSH ecosystem. HSH views Purmo as a highly attractive business complementary to its existing assets globally offering a logical extension of HSH’s footprint in Europe.
- Before commencing the offer period, the Offeror is seeking the support of the non-conflicted members of Purmo’s Board of Directors and shareholders and looking forward to engaging with Purmo’s Board of Directors on delivering a successful outcome to all Purmo shareholders, employees and customers.
- The Tender Offer (as defined below) is currently expected to be completed during the fourth quarter of 2024 or the first quarter of 2025, and the Offeror is not expecting any material substantive issues affecting the completion of the Tender Offer.

The Offeror, a wholly-owned indirect subsidiary of Haier Smart Home Co., Ltd. (“**HSH**”), hereby announces a voluntary public all-cash tender offer for all the issued and outstanding class C shares (the “**Class C Shares**”) and all the issued and outstanding class F shares (the “**Class F Shares**,” and, together with the Class C Shares, the “**Shares**” or, individually, a “**Share**”) in Purmo that are not held by Purmo or any of its subsidiaries (the “**Tender Offer**”). The offer price is EUR 13.68 per share for each Class C Share and each Class F Share eligible for conversion into a Class C Share validly tendered in the Tender Offer (the “**Class C Share Offer Price**”) and EUR 8.28 per share for each Class F Share ineligible for conversion into a Class C Share validly tendered in the Tender Offer (the “**Class F Share Offer Price**,” and together with the Class C Share Offer Price, the “**Offer Prices**”).

## Key Highlights and Summary of the Tender Offer

- The Offeror offers EUR 13.68 in cash for each Class C Share and Class F Share eligible for conversion into a Class C Share validly tendered in the Tender Offer. The offer price is EUR 8.28 in cash for each Class F Share ineligible for conversion into a Class C Share validly tendered in the Tender Offer, subject to any adjustments as described below under “*Tender Offer in Brief—Offer Price.*”
- The total equity value of the Tender Offer is approximately EUR 577 million.
- The Class C Share Offer Price represents a premium of:
  - 82.4 percent compared to EUR 7.50, the undisturbed price of the Class C Share on Nasdaq Helsinki Ltd (“**Nasdaq Helsinki**”) on April 25, 2024, the day prior to Project Grand Bidco (UK) Limited (“**Project Grand Bidco**”) initially announced its voluntary public tender offer for all issued and outstanding Shares in Purmo at EUR 9.91 per Class C Share;
  - 95.2 percent compared to EUR 7.01, the three-month volume weighted average trading price of the Class C Share on Nasdaq Helsinki prior to April 26, 2024;
  - 103.9 percent compared to EUR 6.71, the six-month volume weighted average trading price of the Class C Share on Nasdaq Helsinki prior to April 26, 2024; and

- 22.7 percent compared to EUR 11.15, being the cash consideration offered for each Class C Share other than the Class C Shares held by Rettig Oy Ab under the improved voluntary public tender offer for all issued and outstanding shares in Purmo that Project Grand Bidco published on June 14, 2024 (the “**Project Grand Bidco Offer**”).
- The completion of the Tender Offer is not expected to have any immediate material effects on the business operations, assets, or the position of the management or employees, of Purmo.
- The Offeror believes that the Tender Offer is a superior alternative to the shareholders of Purmo as compared to the pending Project Grand Bidco Offer. Those shareholders of Purmo who have already accepted the Project Grand Bidco Offer are advised that should they wish to withdraw their acceptance of the Project Grand Bidco Offer, they will need to take action before the expiry of the offer period under, and in accordance with the terms and conditions of, the Project Grand Bidco Offer.
- Before commencing the offer period, the Offeror is seeking the support of the non-conflicted members of Purmo’s Board of Directors and shareholders and looking forward to engaging with Purmo’s Board of Directors on delivering a successful outcome to all Purmo shareholders, employees and customers. The commencement of the Offeror’s offer period is expected after the Offeror and Purmo entering into a combination agreement, the non-conflicted members of Purmo’s Board of Directors recommending the Tender Offer and the publication of the Tender Offer Document (as defined below).
- The financing for the Tender Offer and for the potential compulsory redemption proceedings in accordance with the Finnish Companies Act (624/2006, as amended, the “**Finnish Companies Act**”) has been secured through a committed bank facility. The Offeror’s obligation to complete the Tender Offer is not conditional upon availability of financing.
- The Offeror expects to publish a tender offer document (the “**Tender Offer Document**”) with detailed information on the Tender Offer on or about July 29, 2024. The offer period is expected to commence on or about July 30, 2024, and to expire on or about October 8, 2024, unless the Offeror extends the offer period in order to satisfy the conditions to completion of the Tender Offer, including, among others, receipt of all necessary regulatory approvals, or discontinues the offer period. The Tender Offer is currently expected to be completed during the fourth quarter of 2024 or the first quarter of 2025.
- The Tender Offer is conditional upon the satisfaction or waiver by the Offeror of certain customary conditions on or prior to the Offeror’s announcement of the final results of the Tender Offer including, among others, that all necessary approvals by any regulatory authorities have been received (or where applicable, the relevant waiting periods have expired) and the Offeror having gained control of more than 80 percent of the Shares and voting rights in Purmo.

Commenting on the Tender Offer, **Mr. Simon Huang**, Head of Capital Markets, Investment and Development, Vice President of HSH:

*“We strongly believe that our offer is very attractive to all Purmo’s shareholders, providing a significant premium with respect to the pending Project Grand Bidco Offer. We see Purmo as an exciting platform poised for growth and look forward to leveraging the complementarity of the businesses of HSH and Purmo. We are seeking the support of Purmo’s Board of Directors and shareholders and looking forward to engaging with the Board of Directors on delivering a successful outcome to all Purmo’s shareholders, employees and customers.”*

Commenting on the Tender Offer, **Mr. Li Huagang**, Executive Director, Chief Executive Officer and Chairman of the Board of HSH:

*“We would be very excited for the opportunity to welcome Purmo to HSH and fully support the strategy and expansion plans of Purmo. We are impressed by Purmo’s robust management team and excellent track record as indoor climate comfort solutions provider. We see this acquisition as a key opportunity, which complements our green development strategy and enhances our production and distribution capabilities within Europe. We believe that HSH is an ideal partner for Purmo and HSH’s and Purmo’s stakeholders benefit significantly from our next steps for growth and prosperity.”*

#### **About the Offeror and HSH**

The Offeror is a wholly-owned indirect subsidiary of HSH, the publicly listed flagship of Haier Group Corporation. The Offeror is a private limited liability company incorporated under the laws of the Netherlands. HSH is a joint stock company incorporated under the laws of the People’s Republic of China. Founded in 1984, HSH is a leader in the global major home appliance industry. Currently, HSH’s business covers more than 200 countries and regions around the world including China, North America, Europe, South Asia, Southeast Asia, Australia, New Zealand, Japan, Middle East and Africa. HSH is also a global pioneer in providing smart home solutions comprising refrigerators, washing machines, air conditioners,

water heaters, and small home appliances. In 2023, HSH generated revenue of approximately EUR 33 billion and had over 110,000 employees. HSH's comprehensive brand portfolio includes globally renowned brands such as Candy, GE Appliances, Fisher & Paykel, Aqua, Leader, Casarte, and Haier. HSH is a part of Haier Group Corporation headquartered in Qingdao, China. HSH is listed on the stock exchanges of Shanghai, Hong Kong, and Frankfurt.

More information on HSH is available at [www.smart-home.haier.com/en](http://www.smart-home.haier.com/en).

### **About Purmo**

Purmo considers itself being at the center of the global sustainability journey by offering full solutions and sustainable ways of heating and cooling homes to mitigate global warming. Purmo provides complete heating and cooling solutions to residential and non-residential buildings, including underfloor heating and cooling systems, a broad range of radiators, heat pumps, flow control and hydronic distribution systems, as well as smart products. Purmo's mission is to be the global leader in sustainable indoor climate comfort solutions. Purmo's approximately 3,090 employees operate in 23 countries, manufacturing and distributing top-quality products and solutions to our over 100,000 customers in more than 100 countries. Purmo's Class C Shares are listed on Nasdaq Helsinki with the trading code PURMO.

More information on Purmo is available at [www.purmogroup.com](http://www.purmogroup.com).

### **Background and Strategic Rationale for the Tender Offer**

HSH believes that Purmo's business is compelling, and it would complement and support HSH's strategy of offering sustainable indoor climate comfort solutions to consumers globally. HSH appreciates Purmo's leading position as a supplier of sustainable indoor climate comfort solutions in Europe. HSH believes that it is well positioned to share its engineering capabilities and global resources with Purmo, and to help Purmo develop a comprehensive and competitive product offering that will satisfy the growth potential represented by the technological shift in the heating and cooling solutions and further support prosperous development for all stakeholders involved.

HSH would position Purmo as a platform poised for growth and leverage the complementarity of their two businesses to maximize research and development ("R&D") and market expansion opportunities. HSH's approach is not predicated solely on cost efficiency. Instead, HSH is keen to maintain Purmo as a thriving business unit dedicated to providing sustainable indoor climate comfort solutions in Europe within the HSH ecosystem. HSH intends to maintain the current team of senior management and employees as much as practicable and provide further resources and incentive for the team to continue to grow their career.

HSH considers itself an ideal partner to support Purmo's long-term growth due to the following factors:

- **Expanding European presence:** Position Purmo as a platform for growth, leveraging HSH's know-how to expand and upgrade Purmo's product offering;
- **Product & R&D expertise:** Engineering capabilities and R&D investments by HSH to leverage manufacturing knowledge and empower Purmo to develop next generation products, systems and solutions, and to grow Purmo's distinct brand equity value in the industry;
- **Demonstrated M&A track record:** HSH has further grown and established its presence in Europe since 2019, when it carried out acquisition of the Candy-Hoover Group. According to HSH, the group has since become one of the fast-growing home appliance companies in Europe. HSH's track record in international mergers and acquisitions shows that HSH can support Purmo's growth within the HSH ecosystem, while still preserving Purmo's distinct branding, industrial legacy and culture; and
- **Shared vision for sustainability:** HSH is determined to pursue a green development strategy and strives to accomplish a sustainable supply chain globally. This is supported by Purmo's important role in Europe's construction industry's transformation and energy saving initiatives.

### **Tender Offer in Brief**

The Offeror has undertaken to comply with the Helsinki Takeover Code issued by the Finnish Securities Market Association (the "**Helsinki Takeover Code**").

As at the date of this release, Purmo has a total of 42,677,930 issued shares, of which 41,112,713 are Class C Shares, all of which are outstanding, and 1,565,217 Class F Shares, all of which are outstanding and held by Virala Corporation. As at the date of this release, the Offeror does not hold any Shares or votes in Purmo.

The Offeror reserves the right to buy Shares before, during and/or after the offer period (including any extension thereof and any subsequent offer period) in public trading on Nasdaq Helsinki or otherwise.

## *Offer Prices*

The Class C Share Offer Price is EUR 13.68 in cash for each Class C Share and each Class F Share eligible for conversion into a Class C Share validly tendered in the Tender Offer, subject to any adjustments as set out below. The Class F Share Offer Price is EUR 8.28 in cash for each Class F Share ineligible for conversion into a Class C Share validly tendered in the Tender Offer, subject to any adjustments as set out below.

The Class C Share Offer Price represents a premium of:

- 82.4 percent compared to EUR 7.50, the undisturbed price of the Class C Share on Nasdaq Helsinki on April 25, 2024, the day prior to Project Grand Bidco initially announced its voluntary public tender offer for all issued and outstanding Shares in Purmo at EUR 9.91 per Class C Share;
- 95.2 percent compared to EUR 7.01, the three-month volume weighted average trading price of the Class C Share on Nasdaq Helsinki prior to April 26, 2024;
- 103.9 percent compared to EUR 6.71, the six-month volume weighted average trading price of the Class C Share on Nasdaq Helsinki prior to April 26, 2024; and
- 22.7 percent compared to EUR 11.15, being the cash consideration offered for each Class C Share other than the Class C Shares held by Rettig Oy Ab under the improved Project Grand Bidco Offer published on June 14, 2024.

The Class C Share Offer Price has been determined based on 41,112,713 Class C Shares issued and outstanding and 293,478 Class F Shares eligible for conversion into Class C Shares outstanding. The Class F Share Offer Price has been determined based on 1,271,739 Class F Shares ineligible for conversion into Class C Shares outstanding. Should the Company change the number of Shares that are issued and outstanding as at the date hereof as a result of a new share issue, reclassification, stock split (including a reverse split) or any other similar transaction with dilutive effect, or should the Company distribute a dividend or otherwise distribute funds or any other assets to its shareholders (including the payment of the second, third and fourth capital return instalments, as applicable, based on the resolution of the general meeting of shareholders of the Company on 9 April 2024), or if a record date with respect to any of the foregoing occurs prior to the completion date of the Tender Offer, the Offer Prices payable by the Offeror shall be amended accordingly on a euro-for-euro basis.

## *Offer Period*

The offer period under the Tender Offer is expected to commence on or about July 30, 2024, and to expire on or about October 8, 2024.

The Offeror reserves the right to extend the offer period from time to time in accordance with, and subject to, the terms and conditions of the Tender Offer and applicable laws and regulations, in order to satisfy the conditions to completion of the Tender Offer, including, among others, the receipt of all necessary approvals, permits, consents, clearances or other actions, including without limitation approvals required under applicable competition laws, foreign direct investment laws, foreign subsidies laws (or, where applicable, the expiry of relevant waiting periods) by any competition authorities or other regulatory authorities for the completion of the Tender Offer. The Tender Offer is currently expected to be completed during the fourth quarter of 2024 or the first quarter of 2025.

The Offeror reserves the right to discontinue the offer period (i) should all the Conditions to Completion (as defined below) be fulfilled or waived by the Offeror before the expiry of the offer period and execute the sale and purchase of the Shares validly tendered and not properly withdrawn in accordance with terms and conditions of the Tender Offer, (ii) should a competing public tender offer for the Shares be announced by a third party during the offer period, (iii) should the pending Project Grand Bidco Offer be further improved during the offer period or (iv) should any of the Conditions to Completion become incapable of satisfaction during the offer period.

The detailed terms and conditions of the Tender Offer as well as instructions on how to accept the Tender Offer will be included in the Tender Offer Document, which the Offeror expects to publish on or about July 29, 2024.

## **Conditions to Completion of the Tender Offer**

The obligation of the Offeror to accept for payment the validly tendered Shares, which have not been withdrawn in accordance with the terms and conditions of the Tender Offer, and to complete the Tender Offer, are subject to the fulfilment or, to the extent permitted by applicable law, waiver by the Offeror of the following conditions (the “**Conditions to Completion**”) on or prior to the date of the Offeror’s announcement of the final result of the Tender Offer in accordance with Chapter 11, Section 18 of the Finnish Securities Market Act (746/2012, as amended, the “**Finnish Securities Market Act**”):

- (a) the Tender Offer has been validly accepted with respect to the Shares representing, together with any other Shares otherwise acquired by the Offeror prior to or during the offer period, more than 80 percent of the Shares and voting

rights in the Company calculated in accordance with Chapter 18, Section 1 of the Finnish Companies Act (624/2006, as amended);

- (b) the receipt of all necessary regulatory approvals, such approval will be considered obtained where the relevant regulatory authority has:
  - a. declined jurisdiction over or communicated their intent not to investigate the Tender Offer; or
  - b. explicitly granted clearance, either unconditionally or subject to such conditions, commitments, undertakings or modifications as the decision may specify, provided that the terms of any conditions, commitments, undertakings or modifications are in all respects satisfactory to the Offeror; or
  - c. become time barred from reviewing the transaction by virtue of the expiry of any applicable waiting period under applicable regulatory laws;
- (c) the Offeror has not received information after the date of this stock exchange release with respect to any previously undisclosed effect that pertains to the period before the date of this stock exchange release and constitutes or results in a material adverse change;
- (d) no information made public by the Purmo group or disclosed by the Company to the Offeror (in each case, prior to the date of this stock exchange release) being materially inaccurate, incomplete, or misleading, and the Company not having failed to make public any information that should have been made public by it under applicable laws, including the rules of Nasdaq Helsinki Ltd, provided that, in each case, the information made public, disclosed or not disclosed or the failure to disclose information constitutes a material adverse change;
- (e) no legislation or other regulation has been issued and no court or regulatory authority of competent jurisdiction has given a decision or issued any regulatory action that would wholly or in any material part prevent, postpone or frustrate the completion of the Tender Offer;
- (f) the Board of Directors of the Company, represented by a quorum comprising the non-conflicted members of the Board of Directors, has issued its recommendation for shareholders to accept the Tender Offer and sell their Shares in the Tender Offer and the recommendation remains in full force and effect and has not been withdrawn, modified, cancelled, or amended (save for certain permitted amendments); and
- (g) the Offeror and the Company have entered into a combination agreement, and the combination agreement has not been terminated and remains in full force and effect and no event has occurred that, with the passage of time, would give the Offeror the right to terminate the combination agreement.

The Conditions to Completion set out above are exhaustive, and for the avoidance of doubt, the completion of the Tender Offer is not conditional upon a completion of a due diligence. The Offeror may only invoke any of the Conditions to Completion so as to cause the Tender Offer not to proceed, to lapse or to be withdrawn if the circumstances which give rise to the right to invoke the relevant Condition to Completion have a significant meaning to the Offeror in view of the Tender Offer, as referred to in the regulations and guidelines 9/2013 (Takeover bids and mandatory bids), as may be amended or re-enacted from time to time, issued by the Finnish Financial Supervisory Authority, and the Helsinki Takeover Code.

### **Regulatory Approvals**

The Offeror will, as soon as practically possible, make all submissions, notifications and filings (or, where applicable, draft notifications) required to obtain all necessary regulatory approvals, permits, clearances and consents, including without limitation approvals required under applicable foreign direct investment laws and foreign subsidies laws as well as merger control clearances (or, where applicable, the expiry of relevant waiting periods) required under applicable competition laws or other laws in any jurisdiction for the completion of the Tender Offer.

Based on currently available information, the Offeror expects to obtain such necessary regulatory approvals, permits, clearances and consents and to complete the Tender Offer during the fourth quarter of 2024 or the first quarter of 2025. The Offeror will use its reasonable best efforts to obtain such regulatory approvals. However, the length and outcome of the regulatory clearance process is not within the control of the Offeror, and there can be no assurances that clearance will be obtained within the estimated timeframe, or at all. However, to the best of its knowledge, the Offeror does not anticipate that there would be any material substantive issues with respect to obtaining any such regulatory approvals.

### **Financing**

The Offeror's obligation to complete the Tender Offer is not conditional upon availability of financing, assuming that all the Conditions to Completion are otherwise satisfied or waived by the Offeror.

The financing of the Tender Offer and for the potential compulsory redemption proceedings in accordance with the Finnish Companies Act has been secured through a committed bank facility, as evidenced in the executed facility agreement entered into by the Offeror and BNP Paribas as lender. The debt financing has been committed on a customary European “certain funds” basis and has been guaranteed by HSH.

### **Future Plans Concerning the Shares**

The Offeror intends to acquire all the Shares. If, as a result of the completion of the Tender Offer, the Offeror’s ownership has exceeded 90 percent of all the Shares and votes in the Company as referred to under Chapter 18 Section 1 of the Finnish Companies Act, the Offeror will commence as soon as reasonably possible the compulsory redemption proceedings in accordance with the Finnish Companies Act for all the Shares not purchased pursuant to the Tender Offer. Should the ownership of the Offeror remain lower than 90 percent of the issued and outstanding shares and votes in Purmo after completion of the Tender Offer, the Offeror would assess alternatives to acquire the remaining shares in Purmo over time, and it is possible that Purmo could become subject to certain corporate transactions, including for example purchases of further shares in Purmo after completion of the Tender Offer, divestments or acquisitions of shares or other assets, share issuances, or a statutory merger.

The Offeror reserves the right to waive any of the Conditions to Completion that have not been fulfilled or are expected not to be fulfilled, including to consummate the Tender Offer at a lower acceptance level or otherwise despite the non-fulfillment of some of the Conditions to Completion. The Offeror has not taken any decisions on potential waiver of any of the Conditions to Completion or relating to any transactions or actions that could be undertaken following the completion of the Tender Offer.

### **Advisors**

UBS AG Hong Kong Branch acts as financial advisor to the Offeror in connection with the Tender Offer. In addition, the Offeror has retained White & Case LLP as legal advisor to the Offeror in connection with the Tender Offer, Clifford Chance LLP as legal advisor in relation to regulatory approvals in connection with the Tender Offer and Tekir Ltd as communication advisor.

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Information about the Tender Offer is made available at [www.hsh-offer.fi/en/](http://www.hsh-offer.fi/en/).

For administrative questions regarding the Tender Offer, please contact your bank or nominee where you have your Shares registered.

### **Important Information**

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

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

### **Information for Shareholders of Purmo in the United States**

The Tender Offer will be made for the issued and outstanding shares in Purmo, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Tender Offer is made in the United States in compliance with Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and the applicable rules and regulations promulgated thereunder, including Regulation 14E (in each case, subject to any exemptions or relief therefrom, if applicable) and otherwise in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the Tender Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those of the United States. The financial information included in this release has been prepared in accordance with applicable accounting standards in Finland and Switzerland, which may not be comparable to the financial statements or financial information of U.S. companies. Shareholders in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Purmo is not subject to the periodic reporting requirements of 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 made to Purmo’s shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Purmo 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 Purmo’s other shareholders.

To the extent permissible under applicable law or regulations, including Rule 14e-5 under the Exchange Act, the Offeror and its affiliates or its brokers and its broker’s affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of this release and during the pendency of the Tender Offer, and other than pursuant to the Tender Offer and combination, directly or indirectly, purchase or arrange to purchase, the Shares or any securities that are convertible into, exchangeable for or exercisable for such Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. 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 stock exchange or press release or other means reasonably calculated to inform U.S. shareholders of Purmo of such information. In addition, the financial advisers to the Offeror may also engage in ordinary course trading activities in securities of Purmo, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

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

The receipt of cash pursuant to the Tender Offer by a U.S. holder of Shares 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 holder of Shares is urged to consult its independent professional adviser immediately regarding the tax consequences of accepting the Tender Offer.

It may be difficult for Purmo’s shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws since the Offeror and Purmo 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. Purmo’s shareholders may not be able to sue the Offeror or Purmo or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Purmo and their respective affiliates to subject themselves to a U.S. court’s judgment.

### **Forward-looking Statements**

This release contains statements that, to the extent they are not historical facts, constitute “forward-looking statements.” Forward-looking statements include statements concerning plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, business strategy and the trends in the industries and the political and legal environment and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms “believes,” “intends,” “may,” “will” or “should” or, in each case, their negative or variations on

comparable terminology. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release.

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