

**SUPPLEMENT DOCUMENT TO PROJECT GRAND BIDCO (UK) LIMITED'S TENDER OFFER
DOCUMENT DATED MAY 16, 2024, RELATING TO THE VOLUNTARY PUBLIC CASH TENDER OFFER
FOR ALL ISSUED AND OUTSTANDING SHARES IN PURMO GROUP PLC**

May 31, 2024

THE TENDER OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND THE TENDER OFFER DOCUMENT, 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 AUSTRALIA, CANADA, THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA ("HONG KONG"), JAPAN, NEW ZEALAND OR SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW. SHAREHOLDERS IN THE UNITED STATES SHOULD ALSO REFER TO THE SECTION TITLED "INFORMATION FOR SHAREHOLDERS IN THE UNITED STATES" BELOW.

Project Grand Bidco (UK) Limited (the "**Offeror**") and Purmo Group Plc (the "**Company**" or "**Purmo**") have on April 26, 2024 entered into a combination agreement pursuant to which the Offeror has made a voluntary public cash tender offer, recommended by the Board of Directors of Purmo, to acquire (i) all of the issued and outstanding class C shares in Purmo that are not held by Purmo or any of its subsidiaries (the "**C Shares**" or, individually, a "**C Share**") and (ii) all of the issued and outstanding class F shares in Purmo that are not held by Purmo or any of its subsidiaries (the "**F Shares**" or, individually, an "**F Share**", and together with the C Shares, the "**Shares**" or, individually, a "**Share**") (the "**Tender Offer**"). The Offeror has published a tender offer document, dated May 16, 2024, concerning the Tender Offer (the "**Tender Offer Document**"). The offer period for the Tender Offer commenced on May 17, 2024, at 9:30 a.m. (Finnish time).

Certain affiliated funds (the "**Apollo Funds**") of Apollo Global Management, Inc. and its subsidiaries (together, "**Apollo**") and Rettig Oy Ab ("**Rettig**") form a consortium (the "**Consortium**") for the purposes of the Tender Offer.

Supplements to the Tender Offer Document

Purmo has published a stock exchange release on May 30, 2024, concerning a non-binding preliminary indication of interest from Haier Smart Home Co., Ltd. to acquire the entire share capital of the Company for cash consideration. The Offeror therefore supplements the Tender Offer Document with this document (the "**Supplement Document**") in accordance with Chapter 11, Section 11, Subsection 4 of the Finnish Securities Markets Act (746/2012, as amended) by adding Purmo's stock exchange release of May 30, 2024, as Appendix D to the Tender Offer Document.

Purmo's stock exchange release

Purmo announced on May 30, 2024, that the ad-hoc committee of the Board of Directors of Purmo notes the article published on May 29, 2024, in Mergermarket information service and confirms that it has received a non-binding preliminary indication of interest (the "**Indication of Interest**") from Haier Smart Home Co., Ltd. ("**Haier**") to acquire the entire share capital of the Company for cash consideration. According to Purmo's stock exchange release, pursuant to the Indication of Interest, the holders of C Shares and F Shares eligible for conversion into C Shares would be offered a cash consideration of EUR 11.00 per share and the holders of F Shares ineligible for conversion into C Shares a cash consideration of EUR 6.66 per share. According to Purmo's stock exchange release, pursuant to the Indication of Interest, launching of a binding offer is subject to a number of conditions, including conducting a due diligence investigation, recommendation of the offer by the Board of Directors of the Company and other customary conditions. If announced, completion of any such offer would in turn be subject to further conditions, including approval by shareholders holding at least 90 per cent of the shares of the Company and receipt of all necessary regulatory approvals. According to Purmo's stock exchange release, the discussions with Haier are still at a very early stage and there is neither certainty that the Indication of Interest would lead to a binding offer nor on the terms and conditions of the possible binding offer.

Pursuant to Purmo's stock exchange release, Haier has not made any binding offer and the unanimous recommendation of the Board of Directors published by the Company on May 10, 2024, regarding the Tender Offer is still valid.

Availability of Documents

The Finnish language version of this Supplement Document is available on the internet at <https://purmogroup.tenderoffer.fi/> and www.nordea.fi/purmo-ostotarjous as of May 31, 2024. The English language translation of this Supplement Document is available on the internet at <https://purmogroup.tenderoffer.fi/en> and www.nordea.fi/purmo-offer as of May 31, 2024.

The Finnish Financial Supervisory Authority (the “**FIN-FSA**”) has approved the Finnish language version of this Supplement Document but the FIN-FSA assumes no responsibility for the accuracy of the information presented therein. The decision number of the approval of the FIN-FSA is FIVA/2024/987. This Supplement Document has been translated into the English language. In the event of any discrepancy between the two language versions of the Supplement Document, the Finnish language version shall prevail.

The Tender Offer is not being made, directly or indirectly, in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa and the Tender Offer Document and this Supplement Document and any and all materials related thereto should not be sent in or into Australia, Canada, Hong Kong, Japan, New Zealand or South Africa (including by use of, or by any means or instrumentality, for example, e-mail, post, facsimile transmission, telephone or internet, of interstate or foreign commerce, or any facilities of a national securities exchange), and the Tender Offer cannot be accepted directly or indirectly or by any such use, means or instrumentality, in or from within Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Accordingly, copies of the Tender Offer Document and this Supplement Document and any related materials are not being, and must not be, mailed, forwarded, transmitted or otherwise distributed or sent in or into or from Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or, in their capacities as such, to custodians, trustees, agents or nominees holding Shares for Australian, Canadian, Hong Kong, Japanese, New Zealander or South African persons, and persons receiving any such documents (including custodians, nominees and trustees) must not distribute, forward, mail, transmit or send them in, into or from Australia, Canada, Hong Kong, Japan, New Zealand or South Africa. Any person accepting the Tender Offer shall be deemed to represent to the Offeror such person’s compliance with these restrictions and any purported acceptance of the Tender Offer that is a direct or indirect consequence of a breach or violation of these restrictions shall be null and void.

Information for Shareholders in the United States

Shareholders of Purmo 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 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 made for the issued and outstanding shares of Purmo, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Tender Offer is made in the United States pursuant to Section 14(e) and Regulation 14E under the Exchange Act, subject to the exemption provided under Rule 14d-1(d) under the Exchange Act for a Tier II tender offer (the “**Tier II Exemption**”), 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. In particular, the financial information included in the Tender Offer Document and this Supplement Document has 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. 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 informational 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 Purmo’s other shareholders.

As permitted under the Tier II Exemption, the settlement of the Tender Offer is based on the applicable Finnish law provisions, which differ from the settlement procedures customary in the United States, particularly as regards to the time when payment of the consideration is rendered. The Tender Offer, which is subject to Finnish law, is being made to the U.S. shareholders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder, in particular the Tier II Exemption. To the extent the Tender Offer is subject to U.S. securities laws, those laws only apply to U.S. shareholders and will not give rise to claims on the part of any other person. U.S. shareholders should consider that the offer prices for the Tender Offer are being paid in EUR and that no adjustment will be made to the offer prices based on any changes in the exchange rate.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or its brokers and its brokers' affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of the Tender Offer Document and this Supplement Document and during the pendency of the Tender Offer, and other than pursuant to the Tender Offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for 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 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.

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 holder of Shares is urged to consult its independent professional adviser immediately regarding the tax and other 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 a non-U.S. jurisdiction and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Purmo 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.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE TENDER OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE TENDER OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THE TENDER OFFER DOCUMENT OR THIS SUPPLEMENT DOCUMENT OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THE TENDER OFFER DOCUMENT OR IN THIS SUPPLEMENT DOCUMENT IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

Forward-looking Statements

This Supplement Document includes "forward-looking statements". Generally, words such as may, should, could, aim, will, would, expect, intend, estimate, anticipate, believe, plan, seek, contemplate, envisage, continue or similar expressions identify forward-looking statements.

These statements are subject to risks, uncertainties, assumptions and other important factors, many of which may be beyond the control of the Offeror and could cause actual results to differ materially from those expressed or implied in these forward-looking statements.

Factors that could cause actual results to differ from such statements include: the occurrence of any event, change or other circumstances that could give rise to the termination of the Tender Offer, the failure to receive, on a timely basis or otherwise, the required approvals by government or regulatory agencies, the risk that a condition to consummating the Tender Offer may not be satisfied, the ability of Purmo to retain and hire key personnel and maintain relationships with customers, suppliers and other business partners pending the completion of the Tender Offer, and other factors.

Although the Offeror believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions, no assurance can be given that such statements will be fulfilled or prove to be correct, and no representations are made as to the future accuracy and completeness of such statements. The Offeror undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable laws or by any appropriate regulatory authority. Any forward-looking statements contained in this Supplement Document speak only as at the date of this Supplement Document.

APPENDIX D

THE STOCK EXCHANGE RELEASE OF PURMO PUBLISHED ON 30 MAY 2024

INSIDE INFORMATION: Purmo Group Plc confirms receiving a preliminary non-binding indication of interest from Haier

Purmo Group Plc | Inside Information | May 30, 2024 at 09:55:00 EEST

The ad-hoc committee of the Board of Directors (“**Committee**”) of Purmo Group Plc (the “**Company**”) notes the article published on May 29, 2024, in Mergermarket information service and confirms that it has received a non-binding preliminary indication of interest (the “**Indication of Interest**”) from Haier Smart Home Co., Ltd. (the “**Bidder**”) to acquire the entire share capital of the Company for cash consideration. Pursuant to the Indication of Interest, the holders of C shares and F shares eligible for conversion into C shares would be offered a cash consideration of EUR 11.00 per share and the holders of F shares ineligible for conversion into class C shares a cash consideration of EUR 6.66 per share.

According to the Indication of Interest, launching of a binding offer is subject to a number of conditions, including conducting a due diligence investigation, recommendation of the offer by the Board of Directors of the Company and other customary conditions. If announced, completion of any such offer would in turn be subject to further conditions, including approval by shareholders holding at least 90 per cent of the shares of the Company and receipt of all necessary regulatory approvals.

The discussions with the Bidder are still at a very early stage. There is neither certainty that the Indication of Interest would lead to a binding offer nor on the terms and conditions of the possible binding offer. As the Bidder has not made any binding offer, the unanimous recommendation of the Board of Directors published by the Company on May 10, 2024, regarding the voluntary public cash tender offer made by Project Grand Bidco (UK) Limited, is still valid.

The Company will comply with statutory requirements and the Helsinki Takeover Code issued by the Securities Market Association in handling the Indication of Interest and in contacts with the Bidder.

The Company will release further information at an appropriate time if an agreement is reached with the Bidder in respect of a transaction or any discussions are terminated or abandoned.

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ABOUT PURMO

Purmo is a public limited liability company incorporated under the laws of Finland with its C Shares listed on the official list of Nasdaq Helsinki. Purmo is at the centre 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 its over 100,000 customers in more than 100 countries. Purmo's shares are listed on Nasdaq Helsinki with the ticker symbol PURMO. More information: www.purmogroup.com.