
SUPPLEMENT TO PALACE
BIDCO OY'S OFFER DOCUMENT
REGARDING THE OFFER TO
THE SHAREHOLDERS OF
ADAPTEO PLC

The Goldman Sachs logo, consisting of the words "Goldman" and "Sachs" stacked vertically in a white serif font, set against a solid blue square background.

Goldman
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IMPORTANT INFORMATION

General

This document (the “**Supplement**”) is a supplement to the offer document (the “**Offer Document**”) prepared by Palace Bidco Oy (“**WSIP Bidco**”) in relation to the public takeover offer by WSIP Bidco to the shareholders of Adapteo Plc (“**Adapteo**”) to tender all their shares in Adapteo to WSIP Bidco (the “**Offer**”), which was approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the “**SFSA**”) on 23 June 2021 (SFSA reference number 21-15708) in relation to the Offer.

An English language version of the Supplement has been approved and registered by the SFSA in accordance with the regulations in Chapter 2 of the Swedish Takeover Act (Sw. *lagen (2006:451) om offentliga uppköpserbjudanden på aktiemarknaden*) and Chapter 2a of the Swedish Financial Instruments Trading Act (Sw. *lagen (1991:980) om handel med finansiella instrument*), as well as Article 23.1 and 23.2 of Regulation (EU) 2017/1129 of the European Parliament and of the Council. The approval of the Supplement and the registration with the SFSA does not imply that the SFSA guarantees that the factual information provided in the Supplement is correct or complete. The English version of the Supplement has been prepared in accordance with an exemption granted by the SFSA in respect of the requirement to prepare an offer document in Swedish (please refer to the SFSA’s decision FI Dnr 21-12947). The Finnish version of the Supplement is a translation and in the event of any discrepancy in content between this English version and the Finnish translation, the English version shall prevail.

The information in the Supplement is intended to be accurate, although not complete, only as of the date of the announcement of the Supplement. It is not implied that the information has been or will be accurate at any other time. Except as required by Nasdaq Stockholm’s Takeover Rules or applicable law or regulation, WSIP Bidco expressly disclaims any obligation or undertaking to publicly announce updates, revisions or amendments regarding the Supplement.

The Supplement shall be governed by and construed in accordance with substantive Swedish law. Any dispute regarding the Supplement, or which arises in connection therewith, shall be exclusively settled by Swedish courts, and the City Court of Stockholm (Sw. *Stockholms tingsrätt*) shall be the court of first instance. The information in the Supplement is provided solely with respect to the Offer and is not permitted to be used for any other purpose.

The figures reported in the Supplement have been rounded as appropriate. This implies that some tables may not sum up correctly.

Forward-looking information

Statements in the Supplement relating to future status or circumstances, including statements regarding future performance, growth and other trend projections and other benefits of the Offer, are forward-looking statements. These statements may generally, but not always, be identified by the use of words such as “anticipates”, “intends”, “expects”, “believes”, or similar expressions. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of WSIP Bidco. Any such forward-looking statements speak only as of the date on which they are made and WSIP Bidco has no obligation (and undertakes no such obligation) to update or revise any of them, whether as a result of new information, future events or otherwise, except for in accordance with applicable laws and regulations.

Offer restrictions

The Supplement is not an offer, whether directly or indirectly, in Australia, Canada, Hong Kong, Japan, New Zealand or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden or Finland who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled “*Important information*” on page 62 in the Offer Document.

Shareholders in the United States should also refer to the section titled “*Special notice to shareholders in the United States*” on pages 63–64 in the Offer Document.

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Supplement to the Offer Document

INTRODUCTION

On 17 May 2021, Palace Bidco Oy (“**WSIP Bidco**”), a private limited liability company formed on behalf of, and indirectly wholly owned by, West Street Global Infrastructure Partners IV, L.P., announced a recommended public cash offer to the shareholders of Adapteo Plc (“**Adapteo**”), to tender all their shares in Adapteo to WSIP Bidco (the “**Offer**”). This document (the “**Supplement**”) constitutes a supplement to the offer document prepared by WSIP Bidco which was approved and registered by the Swedish Financial Supervisory Authority (Sw. *Finansinspektionen*) (the “**SFSA**”) on 23 June 2021 (SFSA reference number 21-15708) in relation to the Offer (the “**Offer Document**”). The Offer Document was published on 23 June 2021 on the transaction website, www.gs.com/wsip-recommended-offer-adapteo, and on Handelsbanken’s website for prospectuses and other documents, www.handelsbanken.se/prospekt.

The Supplement, which has been prepared in accordance with Chapter 2a, Section 11 of the Swedish Financial Instruments Trading Act (Sw. *Iagen (1991:980) om handel med finansiella instrument*), and Article 23.1 and 23.2 of Regulation (EU) 2017/1129 of the European Parliament and of the Council, was approved and registered by the SFSA on 5 August 2021 (SFSA reference number 21-20286) and published on the above-mentioned websites. The Supplement shall at all times be read together with, and forms an integrated part of, the Offer Document in every aspect. The definitions used in the Offer Document also apply to the Supplement.

The Supplement has been prepared in relation to Adapteo’s interim report for the period January–June 2021, announced on 3 August 2021. The complete report is included in the Supplement on pages 4–34. Further, the Supplement has been prepared to supplement the information in the section titled “*Settlement price in EUR*” on page 20 in the Offer Document by adding the following paragraph as a new second paragraph:

If, following the expiry of the acceptance period (or any extension thereof), WSIP Bidco declares the Offer unconditional and announces an extension of the acceptance period of the Offer, the settlement amount in EUR payable to:

- *shareholders who accepted the Offer during the acceptance period prior to such announcement will be based on the fixed SEK/EUR exchange rate at 12.00 Finnish time (at 11.00 CEST Swedish time) as displayed on Bloomberg Terminal on the day following the last day of such acceptance period; and*
- *shareholders who accept the Offer during the extended acceptance period will be based on the fixed SEK/EUR exchange rate at 12.00 Finnish time (at 11.00 CEST Swedish time) as displayed on Bloomberg Terminal on the day following the last day of the extended acceptance period.*

The Supplement has also been prepared to supplement the information in the section titled “*Statements by the Swedish Securities Council*” on page 4 in the Offer Document by adding the following paragraph as a new fourth paragraph:

AMN 2021:39

The Swedish Securities Council has ruled that borrowing of Adapteo shares by Goldman Sachs’s trading desks during and after the acceptance period of the Offer to satisfy certain delivery obligations would fall outside the scope of the requirements under Section II.14 and II.15 of Nasdaq Stockholm’s Takeover Rules. The Swedish Securities Council’s ruling AMN 2021:39 is available on the Swedish Securities Council’s website, www.aktiemarknadsnamnden.se.

The Supplement and a Finnish translation of the Supplement as well as all other documentation regarding the Offer are available on the following websites:

- the transaction website (www.gs.com/wsip-recommended-offer-adapteo); and
- Handelsbanken’s website for prospectuses and other documents (www.handelsbanken.se/prospekt).

The English version of the Supplement is also available on www.fi.se.

Adapteo shareholders who have accepted the Offer prior to the publication of the Supplement have, according to Nasdaq Stockholm’s Takeover Rules, the right to withdraw their acceptances within five business days of the announcement of the Supplement, *i.e.* no later than 12 August 2021. In other aspects, the right to withdraw

acceptances of the Offer applies as set out in the Offer Document. Withdrawal of acceptances by shareholders whose shares are directly registered with Euroclear Sweden must be received in writing by Handelsbanken Issue department (address: Handelsbanken Capital Markets, Offerings & Issue Services HCOO, SE-106 70 Stockholm, Sweden). Withdrawal of acceptances by shareholders whose shares are directly registered with Euroclear Finland requires that a written notice of withdrawal is submitted to the same account operator to whom the acceptance form with respect to such shares was submitted. Adapteo shareholders holding nominee registered shares wishing to withdraw their acceptance must do so in accordance with instructions from their nominee. Acceptances that are not withdrawn will remain binding and shareholders who wish to maintain their acceptance do not need to take any action.

For the complete terms and conditions and other information about the Offer, please refer to the Offer Document which, together with the Supplement, is available on the above-mentioned websites.

Adapteo's interim report for the period January–June 2021

HALF-YEARLY REPORT

January–June 2021

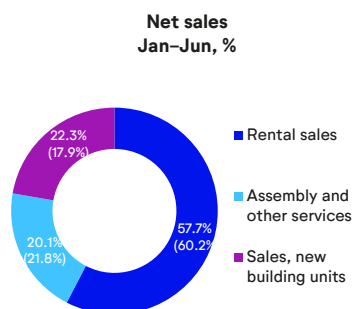
Adapteo is a leading Flexible Real Estate provider in Northern Europe. We build, rent out and sell buildings for schools, daycare centres, offices, elderly care and events for both temporary and permanent needs.

Adapteo.

Continued growth in 2021

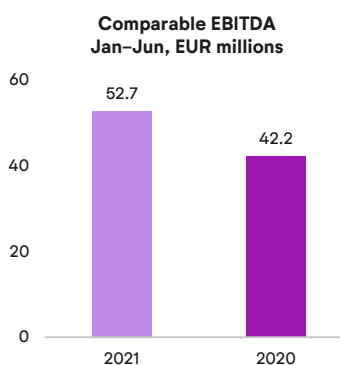
April–June 2021

- Rental sales amounted to EUR 41.1 (32.8 in Q2 2020) million. In constant currencies, rental sales increased by 21.4%.
- Net sales amounted to EUR 70.7 (57.8) million. In constant currencies, net sales increased by 18.9%.
- Comparable EBITDA was EUR 26.7 (21.8) million. Comparable EBITDA margin was 37.8% (37.7%).
- Operating profit (EBIT) was EUR 9.2 (10.7) million, representing 13.0% of net sales. Operating profit (EBIT) included items affecting comparability of EUR -1.8 (-0.8) million.
- Operating cash flow before new building capex was EUR 16.9 (27.9) million.
- New building capex was EUR 25.1 (18.9) million.
- Earnings per share was EUR 0.10 (0.15).



January–June 2021

- Rental sales amounted to EUR 80.1 (64.4 in Jan-Jun 2020) million. In constant currencies rental sales increased by 20.7%.
- Net sales amounted to EUR 138.8 (106.9) million. In constant currencies, net sales increased by 26.0%.
- Comparable EBITDA was EUR 52.7 (42.2) million. Comparable EBITDA margin was 38.0% (39.5%).
- Operating profit (EBIT) decreased to EUR 19.6 (20.2) million, representing 14.2% (18.9%) of net sales. Operating profit (EBIT) included items affecting comparability of EUR -3.2 (-0.9) million.
- Operating cash flow before new building capex was EUR 35.1 (40.1) million.
- New building capex was EUR 37.2 (27.9) million.
- Earnings per share was EUR 0.22 (0.22).



Significant events during the second quarter

- On 17 May 2021, Palace Bidco Oy, a private limited company formed on behalf of, and indirectly wholly owned by, West Street Global Infrastructure Partners IV, L.P., announced a voluntary public cash tender offer to acquire all outstanding shares in Adapteo Plc. The Board of Directors of Adapteo resolved on recommending the shareholders to accept the offer. The offer price is SEK 165 in cash for each share in Adapteo, valuing the entire issued and to be issued share capital at approximately SEK 8.1 billion. The acceptance period under the tender offer commenced on 24 June 2021 and is expected to expire on or around 16 August 2021.
- At Adapteo's Annual General meeting on 19 April, it was decided to pay a dividend of EUR 0.12 per share. It was also resolved to re-elect all the members of the Board of Directors and to elect an eighth member, Rickard Wilson.
- Adapteo's business grew in Belgium and Adapteo decided to establish a subsidiary in this country.

Key figures

EUR millions or as indicated	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Net sales	70.7	57.8	138.8	106.9	231.4
Net sales growth in constant currency, %	18.9	6.7	26.0	0.6	6.8
Rental sales	41.1	32.8	80.1	64.4	133.1
Rental sales growth in constant currency, %	21.4	-0.1	20.7	-1.8	0.0
Comparable EBITDA	26.7	21.8	52.7	42.2	88.3
Comparable EBITDA margin, %	37.8	37.7	38.0	39.5	38.2
EBITDA	25.0	21.0	49.5	41.2	83.4
EBITDA margin, %	35.3	36.3	35.7	38.6	36.0
Comparable EBITA	12.2	12.2	25.1	22.5	44.4
Comparable EBITA margin, %	17.2	21.2	18.0	21.1	19.2
Operating profit (EBIT)	9.2	10.7	19.6	20.2	36.8
Operating profit (EBIT) margin, %	13.0	18.6	14.2	18.9	15.9
Profit for the period	4.8	6.7	10.7	9.8	18.9
Earnings per share, EUR	0.10	0.15	0.22	0.22	0.42
Comparable earnings per share, EUR	0.13	0.16	0.27	0.24	0.51
Net debt / Comparable EBITDA ³	-	-	5.6	4.6	4.9
Operative ROCE, % ³	-	-	8.5	7.8	9.1
Operating cash flow before new building capex ¹	16.9	27.9	35.1	40.1	76.4
Cash conversion before new building capex, % ¹	63.3	127.9	66.6	95.1	86.6
New building capex ¹	25.1	18.9	37.2	27.9	55.8
Building upgrade capex ¹	4.4	2.7	6.7	4.5	14.6
Total sqm in building portfolio	1,237,413	1,036,018	1,237,413	1,036,018	1,132,320
Utilisation rate, % ²	78.1	79.9	78.4	80.0	78.7

1 New key figures in 2021. The comparative figures have been restated respectively. See Appendixes 1 and 2.
 2 In 2021 utilisation rate is presented based on square meters. Earlier it was presented based on the number of buildings.
 3 As pro forma, including DCG and Stord for last 12 months, Net debt / Comparable EBITDA was 5.0 and Operative ROCE 9.9%.

CEO Comments

Two years as a public company

By 1 July 2021 Adapteo had completed two years as an independent and publicly listed company. During these two years, Adapteo has built around 300 flexible schools and preschools for approximately 90,000 students and children.

Towards the end of this period the company became subject to a tender offer at a value of SEK 165 per share, or approximately EUR 800 million for all shares. I see this as a strong testimony to the scalable, efficient and resilient business model that we have built and refined over the last two years.

Business expansion

The second quarter of 2021 was the first one to see full effects on sales and earnings from the acquired Dutch Cabin Group and Stord Innkvartering. We are now at an annualised run-rate of almost EUR 300 million in net sales and more than EUR 100 million in comparable EBITDA.

By the acquisition of DCG, the current business establishment in Belgium and strong organic growth, Adapteo has now a sizeable presence in the Benelux region and a strengthened position in Germany. Likewise, we now have a major position in Norway as well as size and knowledge in the worker accommodation market segment.

A telling example of Adapteo's commercial prowess in this segment came with the order to provide the Femern Link Contractors village at the worksite for the world's longest road-rail tunnel, that runs under the Baltic Sea between Denmark and Germany. The first four buildings, out of an eventual total area of more than 30,000 square meters, were ready for occupation in late July. This was the largest order in our company's history and the finished village will be Denmark's largest hotel establishment.

Other areas of customer segment expansion are those of elderly care and care. In the former we have developed new concepts for elderly living which have been delivered in Sweden and Finland. During the covid-19 pandemic we could serve hospitals and other health sector customers with flexible solutions for e.g testing centres, staff accommodation, and offices.

Adapteo's increased offering during the last two years also include flexible buildings based on the Hybrid system, which has served as a foundation for us in developing the market for premium and more long-term adaptable buildings in the large German market. In all geographies, we have further developed our value-added products and services.

A more sustainable and efficient company

During the whole two-year period, sustainability has been a focus area for us, relentlessly working on making improvements to our circular business model and becoming more ambitious in all areas of operations. The industry leadership within ESG (environmental, social and governance) that we established from the AA rating by MSCI (Morgan Stanley Capital International) was an important milestone.

The Adapteo corporate brand has been defined and well established in our markets and internally we have emphasized how to work according to our common values. Commercial excellence continues to be a cornerstone for Adapteo. In all geographic markets we have organically grown or maintained our public and private sector market share. There has been a marked uplift in our sales force effectiveness, spurred by last year's introduction of the Adapteo Sales Academy. The building portfolio and our business offerings have been subject to constant improvements as capital expenditure has resulted in a marked modernisation and rejuvenation. The total building portfolio has increased and now stands at more than 1.2 million square meters.

Going forward

The negative effects of covid-19 on public-sector demand have subsided for now and we see a promising up-tick in activity among private-sector customers, though uncertainty remains as to the future path of the pandemic.

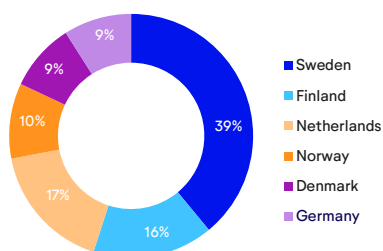
I am grateful and proud of being part of a team which is so competent and dedicated, every day displaying commitment, collaboration and proactiveness. The first two years serve as an indication of all the opportunities that we have ahead of us. Irrespective of ownership we will continue to display break-out growth, commercial excellence and operational efficiency in our efforts to build a more sustainable and adaptable society.



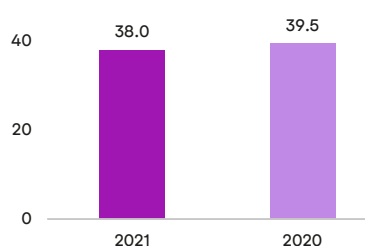
Philip Isell Lind af Hageby
President and CEO

Group performance

Geographical distribution of Net sales
Jan–Jun 2021, %



Comparable EBITDA margin
Jan–Jun, %



Net sales

EUR millions	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Rental sales	41.1	32.8	80.1	64.4	133.1
Assembly and other services	13.3	14.3	27.9	23.3	58.6
Sales, new buildings	16.3	10.7	30.9	19.2	39.7
Total	70.7	57.8	138.8	106.9	231.4

April–June 2021

Adapteo's rental sales in the second quarter grew to EUR 41.1 (32.8) million. In constant currencies, rental sales increased by 21%. Net sales increased to EUR 70.7 (57.8) million. In constant currencies, net sales increased by 19%. Sales numbers saw a significant impact from the inclusion of the Dutch Cabin Group ("DCG") and Stord Innkvartering ("Stord"), which together contributed with EUR 7.6 million of rental sales and EUR 20.0 million of net sales in the quarter.

Since February 2021, Adapteo has started to gradually change to recognising assembly and disassembly revenue over the life of the initial period for each new contract. This decreases net sales and increases rental sales. The effect on EBITDA is limited.

The adoption of a new service model is described in note 1.

Public-market activity was high in all countries except Finland and many private-market segments showed signs of recovery. Overall, Adapteo saw its share of orders taken in the public sector increasing. Sales of new buildings were significantly higher than in Q2 2020 due to the inclusion of DCG.

Adapteo's building portfolio grew by 1% from 31 March 2021 and by 9% from 31 December 2020, the latter due to the inclusion of Stord, and stood at 1,237 thousand square meters on 30 June. Utilisation rate for the total building portfolio was 78.1% during Q2 and 78.4% during the first half-year.

January–June 2021

Adapteo's rental sales in the first half-year grew to EUR 80.1 (64.4) million. In constant currencies, rental sales increased by 21%. Net sales increased to EUR 138.8 (106.9) million. In constant currencies, net sales increased by 26%. Sales numbers saw a significant impact from the inclusion of DCG and Stord, which together contributed with EUR 13.5 million of rental sales and EUR 36.1 million of net sales in the first half-year.

Public-market activity was high in all countries except Finland and many private-market segments showed signs of recovery. Overall, Adapteo saw its share of orders taken in the public sector increasing. Sales of new buildings were significantly higher than in H1 2020 due to the inclusion of DCG.

Result

April–June 2021

Adapteo's comparable EBITDA for April–June increased to EUR 26.7 (21.8) million. The comparable EBITDA margin stood at to 37.8% (37.7%). Compared to Q2 2020, comparable EBITDA increased in Business Area Rental Space by the contribution from DCG and Stord, while earnings of "Old Adapteo" was on par with last year's. In Permanent Space, the DCG impact was positive whereas the year-on-year change in "Old Adapteo" was negative.

Depreciation, amortisation and impairment on property, plant, and equipment and on intangibles totalled EUR 15.8 (10.2) million during the quarter. The increase was due to the inclusion of DCG and Stord as

well as the expansion of the building portfolio, reinvestments, upgrades, and reclassifications.

Operating profit (EBIT) amounted to EUR 9.2 (10.7) million. Operating profit (EBIT) included items affecting comparability of EUR -1.8 (-0.8) million, of which most was from preparations for the listing on Nasdaq Helsinki. Adapteo will not go ahead and seek such a listing due to the current tender offer.

Net financial expenses were EUR -3.1 (-2.0) million mainly as a result of higher interest-bearing liabilities. April–June profit before taxes totalled EUR 6.1 (8.7) million and profit for the period was EUR 4.8 (6.7) million.

January–June 2021

Adapteo's comparable EBITDA for January–June increased to EUR 52.7 (42.2) million. The comparable EBITDA margin decreased to 38.0% (39.5%). Compared to the first half-year 2020, comparable EBITDA increased in Business Area Rental Space by the contribution from DCG and Stord, while earnings of "Old Adapteo" was on par with last year's. In Permanent Space, the DCG impact was positive whereas the year-on-year change in "Old Adapteo" was negative.

Depreciation, amortisation and impairment on property, plant, and equipment and on intangibles totalled EUR 29.9 (21.0) million during the first half-year. The increase was due to the inclusion of DCG and Stord

as well as the expansion of the building portfolio, reinvestments, upgrades, and reclassifications.

Operating profit (EBIT) amounted to EUR 19.6 (20.2) million. Operating profit (EBIT) included items affecting comparability of EUR -3.2 (-0.9) million, including costs both from preparations for the listing on Nasdaq Helsinki and from acquisition and integration related activities.

Net financial expenses were EUR -5.7 (-5.6) million. In January–June 2021, higher interest-bearing liabilities increased financial expenses whereas FX effects had a positive impact. January–June profit before taxes totalled EUR 13.9 (14.6) million and profit for the period was EUR 10.7 (9.8) million.

Capital expenditure

In April–June 2021, net capex was EUR 25.9 (22.1) million, of which gross capex was EUR 30.1 (23.0) million and the balance consisted of disposal of buildings and accessories. Out of gross capex, EUR 29.5 (21.6) million was building portfolio capex – for new buildings, upgrades, and accessories. As shown in Appendix 1, the largest part of this period's capex was on new buildings.

In January–June 2021, net capex was EUR 38.9 (32.8) million, of which gross capex was EUR 44.7 (34.7) million and the balance consisted of disposal of buildings and accessories. Out of gross capex, EUR 43.9 (32.5) million was building portfolio capex – for new buildings, upgrades, and accessories. As shown in Appendix 1, the largest part of this period's capex was on new buildings.

Cash flow, financing, and balance sheet

In January–June, net cash inflow from operating activities was lower than in H1 2020 at EUR 23.5 (40.2) million, mainly due to an increase in trade and other receivables, of which a large part resulted from the revenue periodisation change of the new service model, and due to timing differences in income taxes paid in Sweden.

On 30 June 2021, borrowings totalled EUR 589.6 million (on 31 March 2021 EUR 591.6 million). Net debt totalled EUR 555.7 million (on 31 March 2021 EUR 532.7 million).

Net debt to comparable EBITDA was 5.6. Pro forma, including Dutch Cabin Group and Stord for July 2020–June 2021, net debt to comparable EBITDA was 5.0.

Adapteo has a EUR 100 million committed revolving credit facility which was fully undrawn at the end of the reporting period. The term loan and RCF agreements contain quarterly monitored financial covenants which

the company is fully compliant with. Adapteo's liquidity and funding position remains good. Cash and cash equivalents amounted to EUR 26.6 million (on 31 March 2021 EUR 50.7 million). In addition, Adapteo has a EUR 20 million overdraft facility until further notice, which was fully unused as of 30 June 2021.

Property, plant and equipment amounted to EUR 584.1 million (on 31 March 2021 EUR 566.6 million). Total assets were EUR 1,038.3 million (on 31 March 2021 EUR 1,031.8 million).

Operative return on capital employed (ROCE) amounted to 8.5% for the last twelve months compared to 7.8% a year earlier. Pro forma, including Dutch Cabin Group and Stord for July 2020–June 2021, operative return on capital employed for the last twelve months amounted to 9.9%.

Business area performance

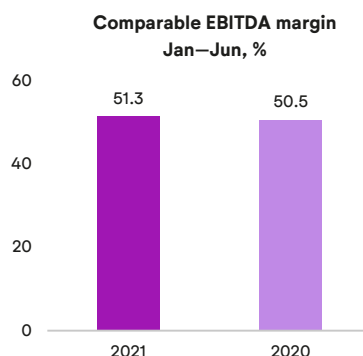
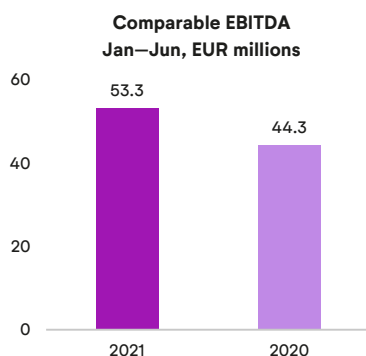
Adapteo has two primary reporting segments: Business Area Rental Space and Business Area Permanent Space. It has operations in Sweden, Finland, Norway, Denmark, Germany, the Netherlands, and is establishing itself in Belgium. Business Area Rental Space includes the rental

of adaptable buildings as well as the provision of rental-related services. Business Area Permanent Space includes sales and long-term leasing of adaptable buildings.

Business Area Rental Space

In Business Area Rental Space, Adapteo provides adaptable buildings to different types of customers, predominantly public-sector customers such as municipalities, regions, and government bodies, as well as to private-sector customers such as industrial companies and private enterprises. Adapteo addresses

demand for space primarily in social and other infrastructure such as schools, daycare centres, and health and social care, as well as for workers accommodation, offices, exhibitions and other temporary needs. The majority of Business Area Rental Space's customers operates in the public sector.



Rental Space

EUR millions or as indicated	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Rental sales	38.5	32.2	74.8	63.3	130.3
Assembly and other services	12.4	14.2	26.5	23.0	54.3
Sales, new buildings	1.3	0.0	2.6	1.4	1.7
External sales	52.2	46.5	103.9	87.7	186.3
Inter-segment sales	0.0	-	0.1	0.0	0.1
Net sales	52.2	46.5	104.0	87.8	186.4
Comparable EBITDA	28.2	23.0	53.3	44.3	91.3
EBITDA	28.4	22.9	53.7	44.2	90.9
Comparable EBITDA margin, %	54.0	49.6	51.3	50.5	49.0
EBITDA margin, %	54.4	49.2	51.7	50.3	48.8

Performance in April–June 2021

Net sales in Business Area Rental Space increased mainly as a result of the inclusion of Dutch Cabin Group and Stord to EUR 52.2 (46.5) million. Rental sales increased to EUR 38.5 (32.2) million. In "Old Adapteo", the new service model had a negative effect on net sales and a positive effect on rental sales.

Comparable EBITDA increased to EUR 28.2 (23.0) million, excluding EUR +0.2 (-0.2) million of items affecting comparability. The increase came from the

inclusion of DCG and Stord whereas it was virtually unchanged year-on-year in "Old Adapteo".

In Sweden, fewer projects with in total a lower number of square meters were delivered in this quarter than in the corresponding period a year earlier. Price levels for delivered projects were lower than for returned projects.

In Finland market activity was low with fewer square meters on rent than last year. Also in this market were

price levels for delivered projects lower than for returned projects.

Net sales and rental sales increased in Denmark compared to a year earlier due to high rents from camps as well as revenue from customers in the health and pharmaceutical sectors.

The market in Norway was strong with good deliveries and rental levels in both Stord and "Old Adapteo Norway". In Adapteo's total business in

Norway, Stord made up more than 75% of rental sales in Q2.

Rental sales in Germany were up compared to Q2 2020 due to good market conditions with a steady increase in the number of square meters rented. The events business has shown a good recovery from the adverse market conditions last year.

In the Netherlands DCG posted progress in a good Dutch rental market with significantly higher rental sales in the period than in Q2 2020.

Performance in January–June 2021

Net sales in Business Area Rental Space increased mainly as a result of the inclusion of Dutch Cabin Group and Stord to EUR 104.0 (87.8) million. Rental sales increased to EUR 74.8 (63.3) million. In "Old Adapteo", the new service model had a negative effect on net sales and a positive effect on rental sales.

Comparable EBITDA increased to EUR 53.3 (44.3) million, excluding EUR +0.4 (-0.2) million of items affecting comparability. The increase came from the inclusion of DCG and Stord whereas it was virtually unchanged year-on-year in "Old Adapteo".

In Sweden, market activity at the beginning of the year was higher than last year's, but price levels for delivered projects were lower than for returned projects.

In Finland market activity was low with fewer square meters on rent than last year. Also in this market were

price levels for delivered projects lower than for returned projects.

Net sales and rental sales increased in Denmark compared to a year earlier due to high rents from camps as well as revenue from customers in the health and pharmaceutical sectors.

The market in Norway was strong with good deliveries and rental levels in both Stord and "Old Adapteo Norway".

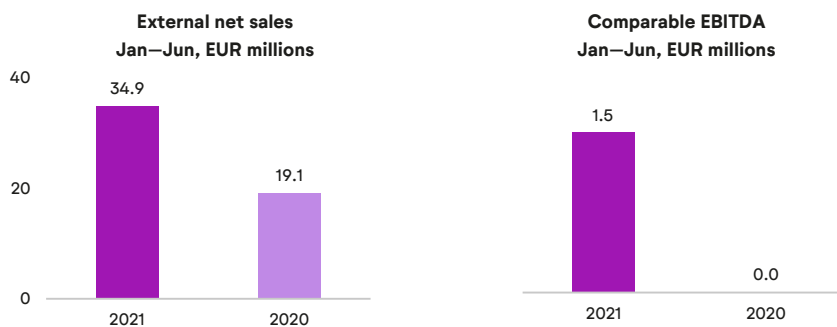
Rental sales in Germany were up compared to H1 2020 due to good market conditions with a steady increase in the number of square meters rented. Events area on rent has shown a good recovery from the adverse market conditions last year.

In the Netherlands DCG posted progress in a good Dutch rental market with significantly higher rental sales in the period than in H1 2020.

Business Area Permanent Space

In Business Area Permanent Space, Adapteo provides mainly tailor-made prefabricated adaptable buildings for sale or long-term leasing to public and private sector customers. Adapteo provides turnkey solutions, built with a modular construction technique and manufactured in a

controlled indoor environment with a short time to delivery. The adaptable buildings in this business area are equal to site-built buildings in their characteristics and comply with permanent building requirements.



Permanent Space

EUR millions or as indicated	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Rental sales	2.6	0.6	5.2	1.0	2.8
Assembly and other services	0.9	0.0	1.4	0.3	4.3
Sales, new buildings	14.9	10.6	28.3	17.7	38.0
External net sales	18.5	11.3	34.9	19.1	45.1
Inter-segment sales	0.8	1.9	1.3	5.6	11.5
Net sales	19.3	13.1	36.2	24.7	56.6
Comparable EBITDA	0.3	-0.2	1.5	0.0	0.9
EBITDA	0.3	-0.3	1.5	-0.1	0.0
Comparable EBITDA margin, % ¹	1.4	-1.8	4.2	-0.2	2.1
EBITDA margin, % ¹	1.4	-2.4	4.2	-0.5	0.1

¹ External sales

Performance in April–June 2021

External net sales in Business Area Permanent Space increased significantly due to the inclusion of Dutch Cabin Group to EUR 18.5 (11.3) million. For the same reason, comparable EBITDA increased to EUR 0.3 (-0.2) million.

The Dutch market continued to be good and DCG made much progress in orders taken compared to a year earlier.

Performance in January–June 2021

External net sales in Business Area Permanent Space increased significantly due to the inclusion of Dutch Cabin Group to EUR 34.9 (19.1) million. For the same reason, comparable EBITDA increased to EUR 1.5 (0.0) million.

The Dutch market continued to be good and DCG made much progress in orders taken compared to a year earlier.

In Finland and Sweden external net sales decreased during January–June compared to last year due to last

In Finland and Sweden external net sales decreased in the quarter compared to last year due to last year's closing of the Gråbo factory and this year's smaller projects and timing differences in deliveries from the Anneberg factory.

In the Anneberg production facility, higher costs of raw materials and complex projects put a negative pressure on project margins.

year's closing of the Gråbo factory, though the increased production efficiency has contributed positively to earnings. This year's smaller projects and timing differences in deliveries from the Anneberg factory also contributed to lower net sales.

In the Anneberg production facility, higher costs of raw materials and complex projects put a negative pressure on project margins.

Personnel

At the end of June 2021, the number of employees at Adapteo Group was 542, compared to 505 at the end of 2020 and 407 at the end June 2020.

Significant events after the reporting period

No significant events have been registered by the company since 30 June 2021.

Governance

Pursuant to the provisions of the Finnish Companies Act and Adapteo's Articles of Association, management and governance of Adapteo are divided between the shareholders, the Board of Directors and the President and CEO of the company. In addition, the Group

Management Team assists the President and CEO in the operations of the company.

The shareholders participate in the governance of the company through resolutions passed at the General Meetings of Shareholders. The General Meeting of

Shareholders is convened upon notice given by the Board of Directors. The most recent Annual General Meeting was held on 19 April 2021. In addition, a General Meeting of Shareholders is held when requested in writing by the company's auditor or by shareholders representing at least one-tenth of all the shares in order to discuss a certain matter.

Current incentive schemes

On 19 January 2021 the "Cramo Performance Share Plan 2018" was settled. The rewards were paid in both in Adapteo shares and cash. The participants were entitled to receive a gross amount of shares, but a portion of shares was withheld to cover applicable taxes arising from the rewards to the participants. Taxes were paid on behalf of the participants and the participants received a net amount of shares. As a part of the reward under the plan was relating to the Cramo share, the value of those Cramo shares were paid as cash to the participants based on the bidding price of Cramo of EUR 13.75 per share. Adapteo Plc transferred a net amount of 15,426 of its own shares held by the company as treasury shares without consideration to the participants of the Cramo Performance Share Plan 2018. The decision on the directed share delivery is based on the authorisation granted to the Board of Directors by the Annual General Meeting of Shareholders held on 23 April 2020.

On 17 February 2021 the Board of Directors of Adapteo resolved on launching a new long-term incentive plan for the performance period 2021-2023 (LTI 2021-2023). The LTI 2021-2023 is cash-based with a total length of three years and the maximum earning opportunity for the participants is expressed as a percentage of the individuals' annual base salary. Each possible cash reward corresponds to 1/3 of a participant's maximum LTI outcome under the performance period. Performance is evaluated based on

Risks and uncertainties

The second quarter of 2021 did not see Adapteo's public-sector customers being significantly affected by the effects of the covid-19 pandemic. Moreover, many private market segments showed signs of recovery from a slow 2020.

Adapteo is closely monitoring its markets and business processes. Planning is continuously reviewed, processes are optimised, and every activity is evaluated from a cost and risk perspective to meet ever-changing business circumstances.

Adapteo makes financial forecasts on a monthly basis for all of its cash-generating units. These forecasts have

2021 market outlook

The starting point for the second half-year 2021 for Adapteo is an industry which in the Nordics is characterised by overcapacity and in general lower price levels than at the beginning of the year, with local

The number of members of the Board of Directors of Adapteo is currently eight (8); and consists of Peter Nilsson as Chairman and Carina Edblad, Outi Henriksson, Sophia Mattsson-Linnala, Andreas Philipson, Joakim Rubin, Jlf Wretskog and Rickard Wilson as members of the Board of Directors of Adapteo, all being elected by the 19 April 2021 Annual General Meeting.

Adapteo Group's Earnings Per Share ("EPS") in relation to a performance range from threshold to max level. Participants have the possibility to earn annual cash rewards following each evaluation period. To continuously be eligible for participation in any future LTI plans, the Board of Directors have expressed an expectation that the participants must invest any net cash rewards in Adapteo shares.

The LTI plan 2021-2023 consists of three evaluation periods:

- I. First evaluation period 2021: EPS for financial year 2021
- II. Second evaluation period 2021-2022: EPS for financial year 2022
- III. Third evaluation period 2021-2023: EPS for financial year 2023.

On 17 May 2021 Adapteo Plc transferred a net amount of 1,551 of its own shares held by the company as treasury shares without consideration to the participants of the employee share savings plan introduced for Cramo Group employees in 2017 ("One Cramo Share Plan 2017"). The decision on the directed share delivery is based on the authorisation granted to the Board of Directors by the Annual General Meeting of Shareholders held on 23 April 2020. After the share delivery, Adapteo holds a total of 33,360 treasury shares on 30 June 2021, corresponding to about 0.1 per cent of the total number of shares and votes.

not resulted in any asset impairments being identified. Nor have cashflow projections for the Group resulted in any doubt about the Group's ability to meet its future payment obligations.

Adapteo is consistent in its enterprise risk management with risk identification, risk assessment, risk management, risk monitoring and risk reporting. Further information on risks and risk management can be found in Annual Report 2020 or at www.adapteogroup.com.

significant price competition. Factors of weight include public- and private-sector budgets, focus of attention, and business activity in general.

Seasonal variations

Seasonal variations in the company's sales and earnings are not large due to the large share of both being generated by rental sales with long contract periods. The new service model contributes to even smaller variations in the rental business. Sales of new building units tend to be at its highest during school and daycare vacation periods in the summer and around New Year.

Cash flow varies more over the quarters with variations mainly driven by a seasonal pattern of new building capex. The company will typically see a peak of deliveries of new building units, with the corresponding capex, in Q2 as a preparation for the peak assembly season in Q3. New building capex is at its lowest in Q4.

Auditors' review

This half-year report has not been audited by the company's auditors.

Financial calendar

- Business Review Jan–Sep 2021: 9 Nov 2021

Stockholm, 3 August 2021

On behalf of the Board of Directors of Adapteo Plc
Philip Isell Lind af Hageby
President and CEO, Adapteo Plc

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Adapteo in brief

Adapteo is a leading Northern European company for adaptable buildings. We build, rent out, and sell buildings for schools, daycare centres, offices, elderly care, worker accommodation, and events for both temporary and permanent needs. Whatever the future brings, we believe that adaptability is the best solution. With our buildings, we can transform, repurpose, scale up and scale down in a matter of weeks by using a modular and circular building concept. Our buildings can be used for a few days or indefinitely, always optimised for current needs. That is how we build adaptable societies. Adapteo is listed on Nasdaq Stockholm and operates in Sweden, Finland, Norway, Denmark, Germany, and the Netherlands. In 2020, Adapteo's net sales were EUR 231 million.

www.adapteogroup.com

FINANCIAL INFORMATION

Condensed half-year financial information

Consolidated income statement

EUR thousands	Note	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Net sales	4	70,680	57,778	138,837	106,859	231,351
Other operating income		2,064	400	2,378	1,287	3,521
Materials and services		-27,683	-24,400	-54,264	-41,390	-97,225
Employee benefit expenses		-10,940	-7,854	-21,260	-14,935	-28,821
Other operating expenses		-9,068	-4,932	-15,863	-10,566	-25,447
Depreciation, amortisation and impairment		-15,779	-10,243	-29,898	-21,030	-46,603
Share of profit of joint ventures and associated companies		-67	-	-282	-9	5
Operating profit (EBIT)		9,207	10,748	19,648	20,217	36,780
Finance income		277	934	2,764	3,570	6,829
Finance costs		-3,376	-2,971	-8,511	-9,197	-16,983
Finance costs, net		-3,099	-2,036	-5,747	-5,628	-10,154
Profit before taxes		6,107	8,712	13,900	14,589	26,626
Income taxes		-1,290	-2,039	-3,204	-4,772	-7,701
Profit for the period		4,818	6,673	10,697	9,817	18,925
Attributable to:						
Owners of the parent company		4,760	6,673	10,591	9,817	18,925
Non-controlling interests		57	-	106	-	-
		4,818	6,673	10,697	9,817	18,925
Earnings per share, basic, EUR		0.10	0.15	0.22	0.22	0.42
Earnings per share, diluted, EUR		0.10	0.15	0.22	0.22	0.42

The above consolidated income statement should be read in conjunction with the accompanying notes.

Consolidated statement of comprehensive income

EUR thousands	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Profit for the period	4,818	6,673	10,697	9,817	18,925
Other comprehensive income					
Items that may be reclassified subsequently to profit or loss:					
Translation differences	1,658	15,612	-288	-1,621	11,632
Other comprehensive income for the year, net of tax	1,658	15,612	-288	-1,621	11,632
Total comprehensive income for the period	6,476	22,286	10,408	8,195	30,557
Attributable to:					
Owners of the parent company	6,430	22,286	10,294	8,195	30,557
Non-controlling interests	46	-	114	-	-
	6,476	22,286	10,408	8,195	30,557

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated balance sheet

EUR thousands	Note	30 June 2021	30 June 2020	31 December 2020
ASSETS				
Non-current assets				
Property, plant and equipment	6	584,109	460,953	528,631
Goodwill		269,716	170,321	230,210
Other intangible assets		51,373	24,197	29,550
Investments in joint ventures and associated companies		3,776	1,223	1,295
Deferred tax assets		5,074	2,784	5,081
Finance lease receivables	7	4,268	2,915	3,725
Loan receivables	7, 9	414	148	154
Other receivables		13,430	746	13,605
Total non-current assets		932,160	663,286	812,251
Current assets				
Inventories		7,574	4,352	7,243
Finance lease receivables	7	2,695	4,585	2,698
Trade and other receivables		68,184	57,956	49,820
Income tax receivables		935	3,413	585
Derivative financial instruments		117	53	810
Cash and cash equivalents	7	26,600	42,536	54,804
Total current assets		106,104	112,895	115,960
TOTAL ASSETS		1,038,264	776,181	928,211
EQUITY AND LIABILITIES				
Total equity attributable to owners of the parent				
		262,631	197,923	258,068
Non-controlling interests				
		602	-	-
Total equity		263,233	197,923	258,068
Non-current liabilities				
Borrowings	7	574,183	411,019	489,042
Deferred tax liabilities		54,657	42,421	50,473
Derivative financial instruments		346	290	474
Provisions		1,878	262	1,258
Other liabilities		22,490	406	15,964
Total non-current liabilities		653,554	454,397	557,212
Current liabilities				
Borrowings	7	15,463	36,378	7,097
Trade and other payables		100,324	79,489	94,635
Income tax liabilities		5,190	7,661	8,766
Derivative financial instruments		500	332	2,434
Total current liabilities		121,478	123,860	112,932
Total liabilities		775,032	578,258	670,143
TOTAL EQUITY AND LIABILITIES		1,038,264	776,181	928,211

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Consolidated statement of changes in equity

EUR thousands	Attributable to owners of the parent						Non-controlling interests	Total equity
	Share capital	Treasury shares	Reserve for invested unrestricted equity	Retained earnings	Translation differences	Total		
At 1 January 2020	10,000	-	67,799	116,060	-3,674	190,186	-	190,186
Profit for the period	-	-	-	18,925	-	18,925	-	18,925
Other comprehensive income:								
Translation differences	-	-	-	-	11,632	11,632	-	11,632
Other comprehensive income	-	-	-	-	11,632	11,632	-	11,632
Total comprehensive income	-	-	-	18,925	11,632	30,557	-	30,557
Share-based payments	-	-	-	17	-	17	-	17
Purchase of treasury shares	-	-376	-	-	-	-376	-	-376
Share issue	-	-	38,547	-863	-	37,685	-	37,685
At 31 December 2020	10,000	-376	106,347	134,140	7,958	258,068	-	258,068
Profit for the period	-	-	-	10,591	-	10,591	106	10,697
Other comprehensive income:								
Translation differences	-	-	-	-	-297	-297	8	-288
Other comprehensive income	-	-	-	-	-297	-297	8	-288
Total comprehensive income	-	-	-	10,591	-297	10,294	114	10,408
Share-based payments	-	-	-	27	-	27	-	27
Acquisitions	-	-	-	-	-	-	488	488
Transfer of treasury shares	-	131	-	-	-	131	-	131
Dividend payment	-	-	-	-5,891	-	-5,891	-	-5,891
At 30 June 2021	10,000	-245	106,347	138,867	7,661	262,631	602	263,233

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Consolidated statement of cash flows

EUR thousands	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Cash flow from operating activities			
Profit before taxes	13,900	14,589	26,626
Adjustments			
Depreciation, amortisation and impairment	29,898	21,030	46,603
Share of profit of joint ventures and associated companies	282	9	-5
Other non-cash adjustments	158	643	62
Net gain on sale of property, plant and equipment	-1,497	-715	-1,915
Share-based payments	27	-83	17
Finance costs, net	5,747	5,628	10,154
Cash generated from operations before changes in working capital	48,516	41,101	81,541
Change in working capital			
Change in inventories	-364	-3	-1,773
Change in trade and other receivables	-10,836	16,092	23,778
Change in trade and other payables	1,065	-11,417	-16,793
Change in working capital	-10,135	4,673	5,212
Change in finance lease receivables	995	671	3,477
Cash generated from operations before financial items and tax	39,376	46,445	90,230
Interest paid	-5,547	-4,441	-11,953
Interest received	107	53	70
Other financial items, net	-1,239	-131	2,075
Income taxes paid	-9,179	-1,704	-2,531
Net cash inflow from operating activities	23,518	40,222	77,891
Cash flow from investing activities			
Payments for property, plant and equipment	-41,278	-35,570	-69,959
Payments for intangible assets	-108	-935	-1,514
Proceeds from sale of property, plant and equipment and intangible assets	5,965	2,551	7,407
Changes in loan receivables from joint ventures and associates	52	70	72
Acquisition of subsidiaries and business operations, net of cash acquired	-53,015	-	-56,427
Net cash (outflow) from investing activities	-88,385	-33,884	-120,422
Cash flow from financing activities			
Proceeds from bank loans	50,000	-	461,075
Repayment of bank loans	-2,388	-	-400,354
Change in other current borrowings	476	35,000	-
Payments of lease liabilities	-5,541	-2,180	-4,238
Dividends paid	-5,890	-	-
Share issue	-	-	37,469
Purchase of treasury shares	-	-376	-376
Net cash inflow from financing activities	36,657	32,444	93,576
Change in cash and cash equivalents	-28,209	38,782	51,045
Cash and cash equivalents at beginning of period	54,804	3,760	3,760
Exchange differences	5	-6	-1
Cash and cash equivalents at end of period	26,600	42,536	54,804

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Notes to the condensed half-year financial information

1. Background and basis of preparation

The condensed half-year financial information is based on the actual consolidated figures and is presented in thousands of euros except when otherwise indicated. Rounding differences may occur.

This condensed half-year financial information has been prepared in accordance with IAS 34 Interim Reporting, applying the same accounting policies, critical accounting estimates and judgements as in the audited consolidated financial statements as at and for the year ended 2020, except for the following change applied from the 1 January 2021:

Adapteo has adopted a new service model for its rental business. Earlier the components of assembly, rental and disassembly have been considered as separate performance obligations of Adapteo towards its customers. According to the applied new service model, all these components together are considered as one service of Adapteo to its customers. Consequently, according to the new service model and one deliverable consideration, the revenue for the whole rental services is recognised on a straight-line basis over the rental period according to IFRS 16. In addition, all assembly and disassembly related costs for the rental services are recognised during the lease term. The disassembly costs are considered as restoration costs, capitalised as part of buildings and depreciated according to IAS 16 and an associated provision for the disassembly costs is recognised according to IAS 37.

The new service model is applied for the first time for the financial period starting at 1 January 2021 as Adapteo enters into new agreements with its customers. As the implementation of the new service model is gradual, the impact of the service model change during January–June 2021 is negative on Adapteo's net sales due to slower revenue recognition during the gradual implementation phase. According to the new service model, revenue is no longer recognised separately for assembly and other services but recognised on straight-line basis over the rental period as rental sales. Thus, during January–June 2021, the impact is slightly positive on rental sales due to revenue shifting from assembly and other services to rental sales. The impact of the new service model change on EBITDA and earnings is not material during the period of January–June 2021.

Additionally, in reference to IFRS Interpretations Committee's March 2021 decision, Adapteo is currently evaluating whether the rights granted in a cloud

computing arrangement are within the scope of IAS 38 Intangible Assets or IFRS 16 Leases. Adapteo considers the implication of the above not being material for its financial statements.

This condensed half-year financial information is unaudited.

2. Risks and uncertainties

The second quarter of 2021 did not see Adapteo's public-sector customers being significantly affected by the effects of the covid-19 pandemic. Moreover, many private market segments showed signs of recovery from a slow 2020.

Adapteo is closely monitoring its markets and business processes. Planning is continuously reviewed, processes are optimised, and every activity is evaluated from a cost and risk perspective to meet ever-changing business circumstances.

Adapteo makes financial forecasts on a monthly basis for all of its cash-generating units. These forecasts have not resulted in any asset impairments being identified. Nor have cashflow projections for the Group resulted in any doubt about the Group's ability to meet its future payment obligations.

Adapteo is consistent in its enterprise risk management with risk identification, risk assessment, risk management, risk monitoring and risk reporting. Further information on risks and risk management can be found in Annual Report 2020 or at www.adapteogroup.com.

3. Business area information

Adapteo offers rental of premium adaptable buildings and rental related services and sells new adaptable buildings. Adapteo's operations and profitability is reported as two operating segments, Business Area Rental Space and Business Area Permanent Space, which is consistent with the internal reporting and the way that operative decisions related allocation of resources and assessment of performance have been made by the Adapteo's group management team as Adapteo's chief operating decision maker. Adapteo has not aggregated its operating segments.

Adapteo reports its business area results using EBITDA and comparable EBITDA as the main operating measures. Business Area Rental Space includes the rental of adaptable buildings as well as the provision of assembly and other services. Business Area Permanent Space includes sales and long-term leasing of adaptable buildings.

The information below summarises financial information for both business areas:

EUR thousands	Rental Space	Permanent Space	Group functions	Eliminations	Group total
Apr–Jun 2021					
Net sales by business area					
Rental sales	38,457	2,637	-	-	41,094
Assembly and other services	12,398	904	-	-	13,302
Sales, new buildings	1,340	14,943	-	-	16,284
Total external net sales	52,195	18,485	-	-	70,680
Inter-segment sales	14	781	-	-795	-
Net sales	52,209	19,267	-	-795	70,680
Comparable EBITDA	28,197	266	-1,687	-31	26,745
Total items affecting comparability	187	-	-1,946	-	-1,760
EBITDA	28,383	266	-3,633	-31	24,985
Depreciation, amortisation and impairment					-15,779
Operating profit (EBIT)					9,207

EUR thousands	Rental Space	Permanent Space	Group functions	Eliminations	Group total
Apr–Jun 2020					
Net sales by business area					
Rental sales	32,225	615	-	-	32,840
Assembly and other services	14,231	21	-	-	14,252
Sales, new buildings	43	10,642	-	-	10,685
Total external net sales	46,500	11,277	-	-	57,778
Inter-segment sales	-	1,872	-	-1,872	-
Net sales	46,500	13,149	-	-1 872	57,778
Comparable EBITDA	23,050	-203	-919	-151	21,777
Total items affecting comparability	-159	-67	-559	-	-785
EBITDA	22,891	-270	-1,478	-151	20,992
Depreciation, amortisation and impairment					-10,243
Operating profit (EBIT)					10,748

EUR thousands	Rental Space	Permanent Space	Group functions	Eliminations	Group total
Jan–Jun 2021					
Net sales by business area					
Rental sales	74,848	5,225	-	-	80,073
Assembly and other services	26,455	1,414	-	-	27,869
Sales, new buildings	2,603	28,292	-	-	30,895
Total external net sales	103,907	34,931	-	-	138,837
Inter-segment sales	62	1,258	-	-1,320	-
Net sales	103,969	36,188	-	-1,320	138,837
Comparable EBITDA	53,319	1,531	-2,048	-91	52,711
Total items affecting comparability	387	-	-3,551	-	-3,165
EBITDA	53,706	1,531	-5,600	-91	49,546
Depreciation, amortisation and impairment					-29,898
Operating profit (EBIT)					19,648

EUR thousands	Rental Space	Permanent Space	Group functions	Eliminations	Group total
Jan–Jun 2020					
Net sales by business area					
Rental sales	63,306	1,044	-	-	64,350
Assembly and other services	23,004	331	-	-	23,335
Sales, new buildings	1,435	17,739	-	-	19,174
Total external net sales	87,745	19,114	-	-	106,859
Inter-segment sales	21	5,618	-	-5,639	-
Net sales	87,767	24,732	-	-5,639	106,859
Comparable EBITDA	44,335	-37	-1,831	-281	42,186
Total items affecting comparability	-159	-67	-713	-	-939
EBITDA	44,176	-104	-2,544	-281	41,247
Depreciation, amortisation and impairment					-21,030
Operating profit (EBIT)					20,217

EUR thousands	Rental Space	Permanent Space	Group functions	Eliminations	Group total
Full Year 2020					
Net sales by business area					
Rental sales	130,292	2,767	-	-	133,059
Assembly and other services	54,298	4,279	-	-	58,578
Sales, new buildings	1,666	38,048	-	-	39,714
Total external net sales	186,256	45,094	-	-	231,351
Inter-segment sales	96	11,528	-	-11,624	-
Net sales	186,352	56,622	-	-11,624	231,351
Comparable EBITDA	91,265	943	-3,819	-129	88,262
Total items affecting comparability	-403	-911	-3,564	-	-4,878
EBITDA	90,862	33	-7,383	-129	83,383
Depreciation, amortisation and impairment					-46,603
Operating profit (EBIT)					36,780

Net sales by geographical area¹

EUR thousands	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Finland	22,099	26,825	54,807
Sweden	53,872	59,882	120,163
Norway	14,569	2,977	6,475
Denmark	12,271	9,815	23,548
Germany	12,127	7,360	18,369
The Netherlands	23,687	-	7,891
Other	213	-	97
Total	138,837	106,859	231,351

¹ Net sales are presented based on the location of customers.

Assets by geographical area¹

EUR thousands	30 June 2021	30 June 2020	31 December 2020
Finland	129,496	126,880	136,794
Sweden	430,631	424,817	442,053
Norway	146,074	18,871	23,646
Denmark	58,573	50,536	51,223
Germany	70,171	39,252	68,155
The Netherlands	91,727	-	85,145
Total	926,672	660,356	807,016

¹ Non-current assets other than deferred tax assets and loan receivables are presented based on the location of assets.

4. Sources of revenue

Net sales

The following table summarises the net sales breakdowns:

EUR thousands	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Rental sales	80,073	64,350	133,059
Assembly and other services	27,869	23,335	58,578
Sales, new buildings	30,895	19,174	39,714
Total	138,837	106,859	231,351

Timing of IFRS 15 revenue recognition:

EUR thousands	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Products and services transferred at point in time	31,382	19,446	40,312
Services transferred over time	27,382	23,063	57,979
Total	58,764	42,509	98,291

Rental sales (IFRS 16)

The majority of revenue in Adapteo consists of rental sales generated from leases of adaptable building solutions with contract lengths varying from short-term event business rentals to longer-term, several year contracts to both municipalities and private customers. The primary customer segments include schools, day cares, offices, health and social care and exhibitions and fairs. Rental sales are derived from both adaptable buildings and accessories.

Assembly and other services (IFRS 15)

Assembly and other services include short-term services related to on- and off-site transportations, assembly and disassembly of building units, customisations as well as design, planning activities and other smaller service components such as seasonal services during the rental period. The duration of assembly and disassembly services of adaptable buildings varies from a few days to

several months. Other revenue-generating services include repair and maintenance services.

The gradual change to new service model impacts the revenue recognition of rental sales and assembly and other services. Please refer to note 1 Background and basis of preparations for further information.

Sales, new building units (IFRS 15)

Sales, new building units consist of sale of new adaptable buildings. Adapteo provides tailor-made turnkey adaptable building solutions to both public and private customers. Customers can either buy or enter into a long-term leasing contract with an option to buy the adaptable building solution after the lease period. Sales, new building units also include the sale recognised in connection with these long-term rental agreements, fulfilling the criteria for finance leasing. Interest income related to finance leasing is presented as other operating income.

5. Acquisition of Stord Innkvartering AS

On 9 December 2020, Adapteo entered into an agreement with LT Finans AS, Bjørgvind Stord AS, AGU AS and Bolligpartner Finans AS to acquire 100% of the shares in Stord Innkvartering AS (together with its Group companies "Stord"). The acquisition was closed on 29 January 2021.

The acquisition allows Adapteo to widen its operations in Norway and access the complementary service offering and expanding to new customer segments in Norway.

Stord operates across Norway within adaptable buildings including accommodation buildings, offices and canteens. A majority of Stord's customers are public-

sector and other infrastructure. Stord has an estimated market share of 10–15 per cent of the adaptable building market in Norway.

The provisional purchase consideration was EUR 75.7 million (NOK 782.5 million) of which EUR 65.4 million (NOK 676.6 million) was paid in cash at the closing. The present value of the contingent component (earn-out) of the purchase price was EUR 10.2 million and it has been recognised as a liability in the consolidated balance sheet. The contingent consideration is linked to the statutory EBITDA before Leasing Cost in 2020, 2021 and 2022. The earn-out can result in payment ranging from nil to EUR 10.2 million (NOK 106.0 million) in total.

Purchase consideration:**EUR thousands**

Purchase price paid at closing	65,413
Contingent consideration	10,245
Purchase consideration	75,657

EUR thousands**Opening balance sheet****ASSETS****Non-current assets**

Property, plant and equipment	1,005
RoU assets	42,089
Other intangible assets	24,603
Investments in joint ventures and associated companies	2,775
Finance lease receivables	990
Loan receivables	300
Other receivables	174
Total non-current assets	71,937

Current assets

Finance lease receivables	461
Trade and other receivables	6,742
Cash and cash equivalents	11,398
Total current assets	18,601
TOTAL ASSETS	90,538

LIABILITIES**Non-current liabilities**

Borrowings	2,519
Lease liabilities	35,419
Deferred tax liabilities	5,292
Total non-current liabilities	43,230

Current liabilities

Borrowings	6
Lease liabilities	7,505
Trade and other payables	2,490
Income tax liabilities	1,207
Total current liabilities	11,208
TOTAL LIABILITIES	54,439

Net assets	36,099
Purchase consideration	75,657
Non-controlling interest	488
Goodwill	40,046

The table below represents details of the outflow of cash to acquire Stord:

EUR thousands	
Cash consideration at closing	65,413
Acquired cash and cash equivalents	-11,398
Total	54,015

The fair value of acquired identifiable intangible assets at the date of acquisition was EUR 24.6 million comprising of customer relationships which was assigned a remaining useful life of 15 years. The gross value of the acquired trade and other receivables was EUR 6.8 million, of which EUR 6.7 million is considered to be collectable. Residual goodwill (provisional) amounts to EUR 40.0 million. Goodwill is not tax-deductible. The goodwill consists of access to larger market in Norway and access to new customer segments and expected future profits.

Of the total acquisition related costs of EUR 1.2 million, EUR 0.4 million is included in other operating

expenses in the consolidated income statement 2020 and EUR 0.7 million in other operating expenses in the income statement for the six months period ended 30 June 2021.

The acquired businesses of Stord contributed to Adapteo's net sales of EUR 8.8 million and operating profit of EUR 3.0 million for the period from 29 January to 30 June 2021.

Adapteo's net sales in January–June 2021 would have been EUR 140.5 million and operating profit EUR 20.2 million if the acquisition had been completed on 1 January 2021.

6. Changes in property, plant and equipment

Adapteo's property, plant and equipment ("PPE") mainly consists of rental equipment including building units used in building leases and rental accessories. Other property, plant and equipment assets comprise buildings including offices and production facilities, capitalised

costs of leasehold improvements, other machinery and equipment including mainly production machinery, office equipment as well as assets under construction. Right-of-use assets (RoU assets) according to IFRS 16 have been reported within property, plant and equipment.

EUR thousands	Rental equipment	Other PPE assets	Total PPE
Net book value at 1 January 2021	483,928	44,703	528,631
Additions	36,859	9,581	46,440
Business acquisitions	42,060	1,785	43,845
Disposals	-6,015	-1,088	-7,099
Adjustments of RoU assets	2	155	157
Depreciation	-23,590	-3,174	-26,764
Impairment	-	-	-
Reclassifications	6,937	-6,937	-
Exchange differences	-1,067	-31	-1,098
Net book value at 30 June 2021	539,115	44,994	584,109

7. Net debt

EUR thousands	30 June 2021	30 June 2020	31 December 2020
Non-current			
Bank loans	529,650	398,599	479,166
Collateralised loan	-	422	-
Lease liabilities	44,533	11,998	9,876
Total non-current borrowings	574,183	411,019	489,042
Current			
Bank loans	3,700	35,000	3,224
Collateralised loan	-	45	-
Lease liabilities	11,763	1,333	3,873
Total current borrowings	15,463	36,378	7,097
Total borrowings	589,646	447,397	496,139
Less:			
Loan receivables	-414	-148	-154
Finance lease receivables	-6,963	-7,500	-6,423
Cash and cash equivalents	-26,600	-42,536	-54,804
Net debt	555,670	397,214	434,758

For borrowings, the fair values are not materially different to their carrying amounts since the contractual interest on borrowings is close to current market rates. For other financial assets and liabilities, carrying values correspond to fair values.

In November 2020 Adapteo signed a EUR 530 million term loan and a EUR 100 million revolving credit facility with a maturity of three years. Under the facilities agreement EUR 513 million term loan was drawn at the

end of the reporting period. The loan agreement contains quarterly monitored financial covenants which the company is fully compliant with.

At the end of reporting period EUR 100 million revolving credit facility was fully undrawn.

Adapteo's liquidity and funding position remains at a good level. Cash and cash equivalents amounted to EUR 26.6 million. In addition, Adapteo has a EUR 20 million overdraft facility which was unused as of 30 June 2021.

8. Commitments and contingent liabilities

Adapteo had the following off-balance sheet commitments:

EUR thousands	30 June 2021	30 June 2020	31 December 2020
Guarantees and commitments given on behalf of Group companies	6,112	1,486	3,423
Investment commitments	21,335	16,320	11,325
Buy-back obligations	3,257	-	3,511
Collateral given			
Pledges	12,509	-	14,614
Other collateral	4,890	482	5,062
Debts, secured by collateral			
Loans	17,399	467	19,676

9. Related party transactions

Adapteo Plc's related parties include its subsidiaries as well as associated companies and joint ventures. Related parties also include key management personnel and their close family members as well as entities controlled by

these persons. Key management personnel include Adapteo's Group Management Team and the members of the Board of Directors.

EUR thousands	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
Interest income on loan receivables from joint ventures	11	4	8

EUR thousands	30 June 2021	30 June 2020	31 December 2020
Loan receivables from joint ventures	414	148	154

10. Share-based incentive plans

On 19 January 2021 the "Cramo Performance Share Plan 2018" was settled. The rewards were paid in both in Adapteo shares and cash. The participants were entitled to receive a gross amount of shares, but a portion of shares was withheld to cover applicable taxes arising from the rewards to the participants. Taxes were paid on behalf of the participants and the participants received a net amount of shares. As a part of the reward under the plan was relating to the Cramo share, the value of those Cramo shares were paid as cash to the participants based on the bidding price of Cramo of EUR 13.75 per share. Adapteo Plc transferred a net amount of 15,426 of its own shares held by the company as treasury shares without consideration to the participants of the Cramo Performance Share Plan 2018. The decision on the directed share delivery is based on the authorisation granted to the Board of Directors by the Annual General Meeting of Shareholders held on 23 April 2020.

On 17 February 2021 the Board of Directors of Adapteo resolved on launching a new long-term incentive plan for the performance period 2021-2023 (LTI 2021-2023). The LTI 2021-2023 is cash-based with a total length of three years and the maximum earning opportunity for the participants is expressed as a percentage of the individuals' annual base salary. Each possible cash reward corresponds to 1/3 of a participant's maximum LTI outcome under the performance period. Performance is evaluated based on

Adapteo Group's Earnings Per Share ("EPS") in relation to a performance range from threshold to max level. Participants have the possibility to earn annual cash rewards following each evaluation period. To continuously be eligible for participation in any future LTI plans, the Board of Directors have expressed an expectation that the participants must invest any net cash rewards in Adapteo shares.

The LTI plan 2021-2023 consists of three evaluation periods:

- I. First evaluation period 2021: EPS for financial year 2021
- II. Second evaluation period 2021-2022: EPS for financial year 2022
- III. Third evaluation period 2021-2023: EPS for financial year 2023.

On 17 May 2021 Adapteo Plc transferred a net amount of 1,551 of its own shares held by the company as treasury shares without consideration to the participants of the employee share savings plan introduced for Cramo Group employees in 2017 ("One Cramo Share Plan 2017"). The decision on the directed share delivery is based on the authorisation granted to the Board of Directors by the Annual General Meeting of Shareholders held on 23 April 2020. After the share delivery, Adapteo holds a total of 33,360 treasury shares on 30 June 2021, corresponding to about 0.1 per cent of the total number of shares and votes.

11. Events after the reporting period

No significant events have been registered by the company since 30 June 2021.

Appendix 1 – Reconciliation of certain key figures

Specification of Items affecting comparability	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
EUR thousands					
Items affecting comparability					
Costs related to the listing	1,832	45	2,003	169	606
Acquisition and integration related expenses	115	510	1,024	510	2,772
Restructuring costs	-187	230	138	260	1,500
Items affecting comparability in operating profit (EBIT)	1,760	785	3,165	939	4,878
Total items affecting comparability	1,760	785	3,165	939	4,878
Reconciliation of Comparable EBITDA					
EUR thousands					
Operating profit (EBIT)	9,207	10,748	19,648	20,217	36,780
Depreciation, amortisation and impairment	15,779	10,243	29,898	21,030	46,603
EBITDA	24,985	20,992	49,546	41,247	83,383
Items affecting comparability in EBIT	1,760	785	3,165	939	4,878
Comparable EBITDA	26,745	21,777	52,711	42,186	88,262
Reconciliation of Comparable EBITA					
EUR thousands					
Operating profit (EBIT)	9,207	10,748	19,648	20,217	36,780
Amortisation of intangible assets resulting from acquisitions	1,189	701	2,238	1,369	2,708
EBITA	10,396	11,449	21,885	21,586	39,488
Items affecting comparability in EBIT	1,760	785	3,165	939	4,878
Comparable EBITA	12,156	12,235	25,050	22,525	44,366
Calculation of Earnings per share					
Profit for the period attributable to the owners of the parent company, EUR thousands					
	4,760	6,673	10,591	9,817	18,925
Average number of shares, pcs	49,090,578	44,665,545	49,088,702	44,674,121	44,904,000
Earnings per share, EUR	0.10	0.15	0.22	0.22	0.42
Reconciliation of Comparable earnings per share					
EUR thousands or as indicated					
Profit for the period attributable to the owners of the parent company	4,760	6,673	10,591	9,817	18,925
Total items affecting comparability	1,760	785	3,165	939	4,878
Related income tax impact	-349	-161	-635	-192	-997
Comparable profit for the period	6,171	7,298	13,121	10,564	22,806
Average number of shares, pcs	49,090,578	44,665,545	49,088,702	44,674,121	44,904,000
Comparable earnings per share, EUR	0.13	0.16	0.27	0.24	0.51

Reconciliation of Net debt / Comparable EBITDA	30 Jun 2021	30 Jun 2020	31 Dec 2020
EUR thousands or as indicated			
Net debt	555,670	397,214	434,758
Comparable EBITDA, last 12 months	98,787	85,901	88,262
Net debt / Comparable EBITDA	5.6	4.6	4.9

Reconciliation of Operative ROCE	30 Jun 2021	30 Jun 2020	31 Dec 2020
EUR thousands or as indicated			
Net working capital	-35,504	-17,103	-41,189
Property plant and equipment	584,109	460,953	528,631
Investments in joint ventures and associated companies	3,776	1,223	1,295
Operative capital employed total	552,381	445,073	488,737
Comparable EBITA, last 12 months	46,891	34,641	44,366
Operative ROCE, %	8.5	7.8	9.1

Reconciliation of Operating cash flow before new building capex	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
EUR thousands					
Comparable EBITDA	26,745	21,777	52,711	42,186	88,262
Change in net working capital	-4,864	10,171	-10,135	4,673	5,212
Building upgrade capex	-4,436	-2,744	-6,666	-4,539	-14,575
Other capex	-525	-1,346	-810	-2,189	-2,470
Operating cash flow before new building capex	16,921	27,858	35,100	40,130	76,429
New building capex	-25,096	-18,866	-37,201	-27,853	-55,803
Operating cash flow after gross capex	-8,175	8,992	-2,101	12,277	20,626
Disposals	4,177	860	5,793	1,825	6,568
Operating cash flow after net capex	-3,998	9,852	3,692	14,102	27,194

Cash conversion before new building capex	Apr–Jun 2021	Apr–Jun 2020	Jan–Jun 2021	Jan–Jun 2020	Full Year 2020
EUR thousands					
Operating cash flow before new building capex	16,921	27,858	35,100	40,130	76,429
Comparable EBITDA	26,745	21,777	52,711	42,186	88,262
Cash conversion before new building capex, %	63.3	127.9	66.6	95.1	86.6

Reconciliation of Building portfolio capex 2020	Jan–Mar 2020	Apr–Jun 2020	Jul–Sep 2020	Oct–Dec 2020	Full Year 2020
EUR millions					
Net fleet capex with old calculation method	9.8	20.8	15.7	17.5	63.8
Disposals	1.0	0.8	0.4	4.4	6.6
Building portfolio capex	10.8	21.6	16.1	21.9	70.4

Appendix 2 – Calculation of key figures

Key figure	Definition	Reason for the use
Net sales growth in constant currency	Net sales growth between financial years in reporting period's foreign exchange rates	Net sales growth in constant currency presents the development of Adapteo's net sales excluding the effect of foreign exchange rate fluctuations.
Rental sales growth in constant currency	Rental sales growth between financial years in reporting period's foreign exchange rates	Rental sales growth in constant currency presents the development of Adapteo's rental sales excluding the effect of foreign exchange rate fluctuations.
Operating profit (EBIT) ¹	Operating profit (EBIT) as presented in the consolidated income statement	Operating profit (EBIT) shows result generated by the operating activities.
EBITDA ¹	Operating profit (EBIT) + depreciation, amortisation and impairment	EBITDA is the indicator to measure the performance of Adapteo. EBITDA also provides a proxy for cash flow generated by operations.
Comparable EBITDA ¹	EBITDA + items affecting comparability	Comparable EBITDA is presented in addition to EBITDA to reflect the underlying business performance and to enhance comparability from period to period. The Company believes that this comparable performance measure provides meaningful supplemental information by excluding items outside normal business, which reduce comparability between the periods. Additionally, comparable EBITDA is one of Adapteo's long-term financial targets.
Items affecting comparability	Material items outside ordinary course of business, such as costs related to the listing, acquisition and integration related expenses, restructuring expenses including redundancy payments, impairment losses on goodwill and intangible assets recognised in business acquisitions, and gains and losses on business disposals.	
Comparable EBITA ¹	Operating profit (EBIT) + amortisation and impairment on intangible assets resulting from acquisitions + items affecting comparability	
Net capex	Additions to property, plant and equipment + additions to other intangible assets - disposals of assets at net book value	Net capex presents the net amount of investments made.
Gross capex	Additions to property, plant and equipment + additions to other intangible assets	Gross capex presents the gross amount of investments made.
Building portfolio capex	Additions to rental buildings + additions to rental building accessories	Building portfolio capex presents investments into new buildings and upgrading technical quality to meet regulatory and customer requirements.
New building capex	Additions to rental buildings – capex relating to building upgrades	New building capex presents investments into new buildings.
Building upgrade capex	Additions to rental building accessories + capex relating to building upgrades	Building upgrade capex presents investments into building accessories and upgrading technical quality to meet regulatory and customer requirements.
Other capex	Additions to land, buildings, other machinery and equipment + additions to other intangible assets	Other capex presents non-operating investments.
Operating cash flow before new building capex	Comparable EBITDA +/- change in net working capital as presented in cash flow statement – building upgrade capex – other capex	Operating cash flow before new building capex indicates the amount of operational cash flow that is largely available for value creative investments, such as growing the building portfolio.
Cash conversion before new building capex	Operating cash flow before new building capex / comparable EBITDA	Cash conversion before new building capex indicates the proportion of comparable EBITDA, which remains after building upgrade capex, other

Key figure	Definition	Reason for the use
		capex and investments to working capital are accounted for.
Net debt	Non-current and current borrowings – cash and cash equivalents – loan receivables – non-current and current finance lease receivables	Net debt is an indicator to measure the total external debt financing of Adapteo.
Net debt / Comparable EBITDA	Net debt as at the balance sheet date / comparable EBITDA for the last 12 months	The ratio of net debt to comparable EBITDA helps to show financial risk level and it is a useful measure for management to monitor the company's indebtedness in relation to its earnings and is one of Adapteo's long-term financial targets.
Operative ROCE	Comparable EBITA for the last 12 months / (property, plant and equipment + investment in joint ventures and associated companies + net working capital as at the balance sheet date) Net working capital = Non-current other receivables + inventories + trade and other receivables – non-current other liabilities – non-current and current provisions – trade and other payables	Internal measure to evaluate return on capital employed and to analyse and compare different businesses and opportunities taking into account capital required. This ratio is also one of Adapteo's long-term financial targets.
Utilisation rate	Average rented building square meters during the period / total building square meters available	Utilisation rate presents how large a portion of the portfolio has on average been on rent.
Total sqm in building portfolio		Total square meters in building portfolio is a useful indicator to monitor the size of the rental building portfolio.
Earnings per share	Profit for the period attributable to the owners of the parent company / average number of Adapteo's outstanding shares	
Comparable earnings per share	Profit for the period attributable to the owners of the parent company excluding items affecting comparability, net of taxes / average number of Adapteo's outstanding shares	

¹ Corresponding margin has been calculated by dividing the measure with net sales

Adapteo.

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