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## Update on ÅF's tender offer of Pöyry

**As announced on December 10, 2018, ÅF AB (publ) ("ÅF") will make a recommended public cash tender offer (the "Tender Offer") to purchase all issued and outstanding shares in Pöyry PLC ("Pöyry") at a price for EUR 10.20 per share (the "Offer Price").**

**ÅF has, as of the date of this announcement, purchased 10.4 percent of the outstanding shares in Pöyry and received irrevocable undertakings representing 60.9 percent of the outstanding shares in Pöyry. The total of irrevocable undertakings and ÅF's ownership represents 71.3 percent of the outstanding shares in Pöyry.**

**ÅF considers that the Offer Price represents the full value of Pöyry and will not increase the Offer Price.**

### **Irrevocable undertakings and ÅF's ownership**

In addition to the irrevocable undertakings already received from certain large shareholders in Pöyry representing approximately 52.3 percent of the shares and votes in Pöyry (corresponding to 54.1 percent of the outstanding shares in Pöyry), as announced on December 10, 2018, ÅF has, as of the date of this announcement, purchased 10.4 percent of the outstanding shares in Pöyry and received additional irrevocable undertakings from Elo Mutual Pension Insurance Company, Veritas Pension Insurance Company Ltd. and Louise and Göran Ehrnrooth Foundation sr. Furthermore, ÅF has received irrevocable undertakings from the President and CEO of Pöyry, Martin à Porta and from the CFO of Pöyry, Juuso Pajunen. Together the additional irrevocable undertakings represent 6.8 percent of the outstanding shares in Pöyry. Thus, ÅF has received irrevocable undertakings from shareholders representing a total of 60.9 percent of the outstanding shares in Pöyry and the total of ÅF's ownership in Pöyry (including unsettled shares) and the irrevocable undertakings to accept the Tender Offer represent a total of 71.3 percent of Pöyry's outstanding shares.

### **ÅF will not increase the Offer Price**

In order to assist Pöyry's shareholders in their evaluation of the Tender Offer, ÅF wishes to clarify that it considers the Offer Price to represent the full value of Pöyry and that ÅF will not increase the Offer Price.

### **Information about the Tender Offer**

Further information about the Tender Offer and the planned combination of ÅF and Pöyry can be found at: [www.drivinggrowthtogether.com](http://www.drivinggrowthtogether.com)

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This information is information that ÅF is obliged to make public pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out above at [19:20] CET on December 14.

### **About ÅF**

*ÅF is an engineering and design company within the fields of energy, industry and infrastructure. ÅF creates sustainable solutions for the next generation through talented people and technology.*

*ÅF is based in Europe and the business and clients are located all over the world. ÅF's net sales in 2017 were SEK 12,658 million, and it employed 9,865 experts at its over 150 offices in 33 countries.*

**About Pöyry**

*Pöyry is an international consulting and engineering company serving clients across power generation, transmission & distribution, forest industry, biorefining & chemicals, mining & metals, infrastructure and water & environment. Pöyry delivers smart solutions and works with the latest digital innovations. Pöyry's net sales in 2017 were EUR 522 million, and it employed 5,500 experts at its 115 offices in 40 countries.*

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**Notice to Shareholders in the United States**

The Tender Offer is made to Pöyry's shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Pöyry to whom an offer is made. Any information documents, including the tender offer document, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Pöyry's other shareholders.

The Tender Offer is made for the issued and outstanding shares in Pöyry, a Finnish company. Information distributed in connection with the Tender Offer is subject to disclosure requirements of Finland, which are different from those of the United States. The financial statements and financial

information included in this stock exchange release or in the tender offer document have been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies.

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

The Tender Offer is expected to be made in the United States pursuant to Section 14(e) and Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended as a "Tier II" tender offer, and otherwise in accordance with the requirements of Finnish law. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

To the extent permissible under applicable law or regulations, ÅF and its affiliates or brokers (acting as agents for ÅF or its affiliates, as applicable) may from time to time, and other than pursuant to the Tender Offer, directly or indirectly purchase or arrange to purchase, shares in Pöyry that are the subject of the Tender Offer or any securities that are convertible into, exchangeable for or exercisable for such shares. 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 Pöyry of such information. In addition, the financial advisers to ÅF may also engage in ordinary course trading activities in securities of Pöyry, which may include purchases or arrangements to purchase such securities.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved the Tender Offer, or passed any comment upon the adequacy or completeness of the tender offer document. Any representation to the contrary is a criminal offence in the United States.

### **Forward-looking Statements**

This stock exchange release includes "forward-looking statements." These statements may not be based on historical facts, but are statements about future expectations. When used in this stock exchange release, the words "aims," "anticipates," "assumes," "believes," "could," "estimates," "expects," "intends," "may," "plans," "should," "will," "would" and similar expressions as they relate to ÅF, Pöyry, the Tender Offer or the combination of the business operations of ÅF and Pöyry identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. Forward-looking statements are set forth in a number of places in this stock exchange release, including wherever this stock exchange release includes information on the future results, plans and expectations with regard to ÅF's business following the completion of the Tender Offer, including strategic plans, synergies and growth, and general economic conditions. These forward-looking statements are based on present plans, estimates, projections and expectations and are not guarantees of future performance. They are based on certain expectations that, even though they seem to be reasonable at present, may turn out to be incorrect. Such forward-looking statements are based on assumptions and are subject to various risks and uncertainties. Investors should not rely on these forward-looking statements. Numerous factors may cause the actual results of operations or financial condition of ÅF to differ materially from those expressed or implied in the forward-looking statements. Neither ÅF nor any of its affiliates, advisors or representatives or any other person undertakes any obligation to review or confirm or to release publicly any revisions to any forward-looking

statements to reflect events that occur or circumstances that arise after the date of this stock exchange release.

**Disclaimer**

Skandinaviska Enskilda Banken AB (publ), which is under the supervision of the Swedish Financial Supervisory Authority (*Finansinspektionen*), is acting as lead financial adviser to ÅF and no one else in connection with the Tender Offer and arranger in relation to the Tender Offer, will not regard any other person than ÅF as its client in relation to the Tender Offer and will not be responsible to anyone other than ÅF for providing the protection afforded to clients of Skandinaviska Enskilda Banken AB (publ) nor for providing advice in relation to the Tender Offer.

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