OFFERING CIRCULAR **24 November 2021**

Lamor Corporation Plc

Listing on Nasdaq First North Premier Growth Market Finland
Offering of approximately EUR 35 million
Subscription Price of EUR 4.83 per Offer Share

This offering circular (the "**Offering Circular**") has been prepared in connection with the initial public offering of Lamor Corporation Plc, a public limited liability company incorporated in Finland ("**Lamor**" or the "**Company**"). The Company aims to raise gross proceeds of approximately EUR 35 million by offering preliminarily a maximum of 7,266,253 new shares in the Company (the "**New Shares**") for subscription (the "**Offering**"). Unless the context indicates otherwise, the New Shares and the Additional Shares are together referred to herein as the "**Offer Shares**". The subscription price for the Offer Shares in the Offering is EUR 4.83 per Offer Share (the "**Subscription Price**"). The Offer Shares offered in the Personnel Offering are offered with a lowered subscription price of EUR 4.35 per Offer Share.

The Offering consists of (i) a public offering to private individuals and entities in Finland (the "**Public Offering**") and (ii) an institutional offering to institutional investors in Finland and, in accordance with applicable laws, internationally outside the United States (the "**Institutional Offering**") and (iii) a personnel offering to full-time and part-time permanent employees of the Company and employees with fixed-term employment contracts as well as the Management Team ,CEO and the members of the Board of Directors of the Company, as described in section "*Terms and conditions of the Offering*" ("**Personnel Offering**").

Danske Invest Finnish Equity Fund, Veritas Pension Insurance Company Ltd, Mandatum Asset Management Ltd and certain funds managed by SP-Fund Management Company Ltd (together the "**Cornerstone Investors**") have, subject to certain conditions, committed to subscribing shares for in aggregate EUR 19.5 million in the Offering, provided that the valuation the Company's outstanding shares before any proceeds from the Offering does not exceed EUR 95 million. According to the terms and conditions of the subscription undertakings, the Cornerstone Investors will be guaranteed the number of Offer Shares covered by the subscription undertaking.

Danske Bank A/S, Finland branch ("**Danske Bank**") is acting as sole global coordinator and bookrunner (the "**Sole Global Coordinator**") in the Offering. Larsen Family Corporation Oy is expected to grant Danske Bank, who is acting as stabilizing manager (the "**Stabilizing Manager**") an option, exercisable within 30 days from commencement of trading in the Shares on the Premier segment of Nasdaq First North Growth Market Finland marketplace (**"First North Premier**") maintained by Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**") to purchase a maximum of 1,089,937 additional Shares (the "**Additional Shares**") at the Subscription Price solely to cover over-allotments in connection with the Offering (the "**Over-Allotment Option**").

The subscription period for the Public Offering will commence on 25 November 2021 at 10:00 a.m. and end on or about 2 December 2021 at 4:00 p.m. The subscription period for the Institutional Offering will commence on 25 November 2021 at 10:00 a.m. and end on or about 7 December 2021 at 11:00 a.m. The subscription period for the Personnel Offering will commence on 25 November 2021 at 10:00 a.m. and end on or about 2 December 2021 at 4:00 p.m. Instructions for submitting the subscriptions as well as detailed terms and conditions of the Offering are described in section "*Terms and conditions of the Offering*" of this Offering Circular.

Prior to the Offering, Lamor's Shares have not been subject to trading on a regulated market or multilateral trading facility. The Company intends to submit its application to Nasdaq Helsinki for listing the Shares on the First North Premier under trading code "LAMOR" (the "**Listing**"). Trading in the Shares is expected to commence on First North Premier on or about 8 December 2021 provided that Nasdaq Helsinki accepts the Company's listing application. The Offer Shares allocated in the Public Offering and Personnel Offering will be recorded in the investors' book-entry accounts maintained by Euroclear Finland Oy ("**Euroclear Finland**"), which acts as the Central Securities Depository in Finland, on or about 8 December 2021. In the Institutional Offering, the allocated Offer Shares will be ready to be delivered against payment on or about 10 December 2021 through Euroclear Finland.

Danske Bank will act as Lamor's certified adviser ("**Certified Adviser**") on First North Premier.

Nasdaq First North Growth Market is a registered SME growth market, in accordance with the Directive on Markets in Financial Instruments (EU 2014/65) as implemented in the national legislation of Denmark, Finland and Sweden, operated by an exchange within the Nasdaq group. Issuers on Nasdaq First North Growth Market are not subject to all the same rules as issuers on a regulated main market, as defined in EU legislation (as implemented in national law). Instead they are subject to a less extensive set of rules and regulations adjusted to small growth companies. The risk in investing in an issuer on Nasdaq First North Growth Market may therefore be higher than investing in an issuer on the main market. All issuers with shares admitted to trading on Nasdaq First North Growth Market have a Certified Adviser who monitors that the rules are followed. The respective Nasdaq exchange approves the application for admission to trading.

In certain countries, such as the United States, Australia, Canada, Hong Kong, Japan, New Zealand, South Africa and Singapore statutory limitations may apply to the distribution of this Offering Circular. This Offering Circular or any other materials relating to the Offering shall not be distributed or disseminated in any country without complying with the laws and regulations of such country. This Offering Circular does not constitute an offer to issue or sell Shares to anyone in any such country, where it would be prohibited by local laws or other regulations to offer the Shares to such person. The Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state of the United States and, accordingly, may not be offered or sold, directly or indirectly, in or into the United States subject to certain exceptions. The Shares are being offered and sold outside the United States in compliance with Regulation S under the U.S. Securities Act. See "*Important information*".

An investment in the Shares involves risks. Prospective investors should read this entire Offering Circular and, in particular, "*Risk factors*", when considering an investment in the Offer Shares.

Sole Global Coordinator and Bookrunner

Danske Bank

IMPORTANT INFORMATION

Lamor has prepared and published a Finnish-language prospectus (the "**Finnish Prospectus**") in order to offer the Offer Shares to the public in accordance with the following legislation, regulations and guidelines (as amended): Finnish Securities Markets Act (746/2012) (the "**Finnish Securities Markets Act**"), Regulation (EU) 2017/1129 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), Commission Delegated Regulation (EU) 2019/980 (Annexes 1 and 11) supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004, Commission Delegated Regulation (EU) 2019/979 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council with regard to regulatory technical standards on key financial information in the summary on a prospectus, the publication and classification of prospectuses, advertisements for securities, supplements to prospectus and notification portal, and repealing Commission Delegated Regulation (EU) No 382/2014 and Commission Delegated Regulation (EU) 2016/301, as well as the regulations and guidelines issued by the Finnish Financial Supervisory Authority (the "**FIN-FSA**"). The Finnish Prospectus also contains a summary in the format required by Article 7 of the Prospectus Regulation. The FIN-FSA has approved the Finnish Prospectus as competent authority under the Prospectus Regulation; however, it is not responsible for the accuracy of the information presented therein or herein. The journal number of the FIN-FSA's approval decision is FIVA 74/02.05.04/2021. The Finnish Prospectus has been prepared in Finnish and this Offering Circular is an unofficial translation of the Finnish Prospectus. This Offering Circular corresponds to the Finnish Prospectus with the exceptions of certain additional information intended for others than investors located in Finland. The FIN-FSA has not approved this Offering Circular. In the event of any discrepancies between the language versions, the Finnish Prospectus shall prevail. The restrictions concerning the distribution of the Finnish Prospectus and this Offering Circular may differ from each other.

This Offering Circular is valid until the offering of the Offer Shares to the public ends. The obligation to supplement the Finnish Prospectus or this Offering Circular due to significant new factors or material mistakes or material inaccuracies in the Finnish Prospectus or this Offering Circular shall end when the validity of this Offering Circular expires.

In this Offering Circular "**Lamor**" refers to Lamor Corporation Plc, its subsidiaries and associated companies on a combined basis, unless the context clearly requires that the expression refers to Lamor Corporation Plc alone, a certain subsidiary, associated company or business area or some of these on a combined basis. "**Subsidiaries**" refer to Lamor's subsidiaries on a combined basis unless the context otherwise requires. However, references to Lamor's Shares, share capital or Lamor's management refer to Lamor Corporation Plc's issued shares, share capital and management.

No person is or has been authorised to give any information or to make any representation regarding the Offering other than those contained in this Offering Circular and, if given or made, such information or representation must not be considered as having been so authorised by Lamor or the Sole Global Coordinator. Nothing contained in this Offering Circular is, or shall be relied upon as, a promise or representation by the Sole Global Coordinator in this respect, whether as to the past or the future. The Sole Global Coordinator assumes no responsibility for the accuracy, comprehensiveness or verification of the information and disclaims to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise, which they might otherwise be found to have in respect of this Offering Circular or any such statement. Shareholders and prospective investors are encouraged to familiarize themselves with the information contained in this Offering Circular as well as in the company releases published by Lamor. Delivery of the Offering Circular shall not indicate that the information presented in the Offering Circular is correct in the future, or that there would not have been any adverse changes or events after the date of the Offering Circular, which could have an adverse effect on Lamor's business, financial position and results of operations. Lamor will amend and supplement the Offering Circular as needed in accordance with the Prospectus Regulation during the period of validity of the Offering Circular.

In making an investment decision, each investor is encouraged to rely on their own examination, analysis and enquiry of Lamor and the terms of the Offering, including the rewards and risks involved. Neither Lamor nor the Sole Global Coordinator, nor any of their respective affiliates or representatives, is making any representation to any offeree or subscriber of the Offer Shares regarding the legality of an investment in the Offer Shares by such offeree or subscriber under the laws applicable to such offeree or subscriber. The investors are encouraged, based on their own assessment, consult their own advisers before subscribing for the Offer Shares. The investors are encouraged to make their independent assessment of the legal, tax, business, financial and other consequences of subscription for the Offer Shares. Any tax consequences arising from an investor's participation in the Offering will be solely on account of such investor. The Sole Global Coordinator is acting exclusively for Lamor and no one else in connection with the Offering. The Sole Global Coordinator will not regard any other person (whether or not a recipient of this Offering Circular) as its respective client in relation to the Offering. The Sole Global Coordinator will not be responsible to anyone other than Lamor for providing the protections afforded to its clients nor for giving advice in relation to the Offering or any transaction or arrangement referred to herein.

This Offering Circular does not constitute an offer to sell the Offer Shares to any person in any jurisdiction in which it is unlawful to make such offer to a person, or a solicitation of an offer to subscribe or buy the Offer Shares made to a person in a jurisdiction in which it is unlawful to make such solicitation. No action has been or will be taken by Lamor or the Sole Global Coordinator to permit any public offering of the Offer Shares outside Finland. Nevertheless, the Offer Shares may be offered to qualified investors in member states of the European Economic Area (the "**EEA**") or in the United Kingdom, if any of the exceptions in the Prospectus Regulation is applicable. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States. The Offer Shares may not, with certain exceptions, be offered, sold, exercised, pledged, transferred or delivered, directly or indirectly, in or into the United States. In addition to the United States, the legislation of certain other countries may restrict the distribution of this Offering Circular. This Offering Circular must not be considered an offer of securities in such country, where offering of Offer Shares would be forbidden. The Offer Shares may not be offered, sold, exercised, pledged, transferred or delivered, directly or indirectly, in or into such country. As a condition to subscribing for the Offer Shares, each subscriber will be deemed to have made, or in some cases, be required to make, certain representations and warranties regarding their domicile that will be relied upon by Lamor and the Sole Global Coordinator. Lamor reserves the right, in its sole and absolute discretion, to reject any subscription for Offer Shares that Lamor or its representatives believe may give rise to a breach or violation of any law, rule or regulation.

Matters related to the Offering are governed by the laws of Finland. All disputes arising in connection with the Offering are settled exclusively by a court of competent jurisdiction in Finland.

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SUMMARY

INTRODUCTION

*This summary contains all the sections required to be included in a summary for this type of securities and issuer in accordance with the Prospectus Regulation (as defined below). This summary should be considered as an introduction to this offering circular (the "**Offering Circular**"). Any decision to invest in the securities presented in this Offering Circular (the "**Shares**"), should be based on consideration of the Offering Circular as a whole by the investor. An investor investing in the Shares could lose all or part of the invested capital. Where a claim relating to the information contained in this Offering Circular is brought before a court, the plaintiff investor might, under applicable law, have to bear the costs of translating the Offering Circular before legal proceedings are initiated. Lamor Corporation Plc ("**Lamor**" or the "**Company**") assumes civil liability in respect of this summary only if it is misleading, inaccurate or inconsistent when read together with the other parts of the Offering Circular, or if it does not provide, when read together with the other parts of the Offering Circular, key information to said investors when considering whether or not to invest in the securities issued by Lamor.*

Name of the issuer....................................	Lamor Corporation Plc
Registered address....................................	Rihkamatori 2, FI-06100 Porvoo, Finland
Business identity code	2038517-1
Legal entity identifier (LEI)	7437003R88R5QOCMFQ82
ISIN code of the Shares.............................	FI4000512488
Trading code..	LAMOR

The shares in Lamor are issued in the book-entry system maintained by Euroclear Finland Oy ("**Euroclear Finland**"). This Offering Circular is an unofficial English language translation of the original Finnish language Prospectus (the "**Finnish Prospectus**"). The Finnish Prospectus has been approved by the Finnish Financial Supervisory Authority (the "**FIN-FSA**") as the competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") on 24 November 2021. The FIN-FSA has only approved the Finnish Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the FIN-FSA on the Finnish Prospectus shall not be considered as an endorsement of the issuer that is the subject of the Finnish Prospectus. The register number of the approval of the Finnish Prospectus is FIVA 74/02.05.04/2021.

The identity and contact details of the competent authority, the FIN-FSA, approving the Finnish Prospectus are as follows:

Financial Supervisory Authority
P.O. Box 103, FI-00101 Helsinki, Finland
Tel.: +358 9 183 51
E-mail: registry@fiva.fi

KEY INFORMATION ON THE ISSUER

Who is the issuer of the securities?

Lamor Corporation Plc is a public limited company incorporated under the laws of Finland. Lamor is domiciled in Porvoo, Finland. Lamor is registered in the Finnish Trade Register (the "**Trade Register**") under business identity code 2038517-1 and legal entity identifier (LEI) 7437003R88R5QOCMFQ82.

General

Lamor is one of the leading global providers of environmental solutions. Lamor is an abbreviation of Larsen Marine Oil Recovery, and it is a family company incorporated in 1982 in Finland offering expertise and solutions for the protection and cleaning of the environment and ecosystems. Lamor's mission is to clean the world, which is demonstrated through its three business areas: oil spill response, waste management and water treatment. As at the date of this Offering Circular, Lamor operates in over 100 countries through its subsidiaries and associated companies, as well as its partner and distribution network. Lamor has subsidiaries and associated companies in 21 countries, and it operates in all continents.

Lamor's business is divided into the equipment business and the service business. Within its service business, Lamor provides its customers with versatile environmental solutions and services according to the customer's needs, including clean-up and preparedness services related to oil spill response, oil damage and other environmental damages, services for management of hazardous and non-hazardous waste, tailored and adapted water treatment services and delivery of equipment related to the solutions. The equipment business covers various equipment used for oil recovery, waste management and water treatment.

Major Shareholders

The following table sets forth the shareholders owning individually or through a sphere of control at least 5 per cent of the Shares in Lamor and voting rights attached to the Shares, pursuant to information available to Lamor on the date of this Offering Circular. Obligations to notify and disclosure obligations of major holdings and proportions of voting rights pursuant to the Finnish Securities Markets Act (746/2012, as amended) (the "**Finnish Securities Markets Act**") only apply to issuers whose shares have been admitted to trading on a regulated market and to shareholders of such issuers and thus such obligations do not apply to Lamor or its shareholders.

Shareholder	Shares, total	Shares, %	Votes, %
Larsen Family Corporation Oy(1)	9,797,300	48.45	49.79
Ilmarinen Mutual Pension Insurance Company	1,938,850	9.59	9.85
Finnish Industry Investment Ltd	1,938,800	9.59	9.85
Nico Larsen..	1,539,450	7.61	7.82
Fred Larsen..	1,098,350	5.43	5.58
Major shareholders, total	**16,312,750**	**80.67**	**82.90**
Other shareholders	3,365,850	16.64	17.10
Outstanding Shares, total	**19,678,600**	**97.31**	**100**
Lamor(2)..	542,450	2.68	–
Total	**20,221,050**	**100**	**–**

(1) Entity controlled by Fred Larsen.

(2) The Shares held by Lamor do not carry voting rights at the Company's general meeting.

As at the date of this Offering Circular, Larsen Family Corporation Oy, an entity controlled by Fred Larsen holds 48.45 per cent of the Shares in the Company and 49.79 votes attached to the Shares and Fred Larsen holds 5.43 percent of the Shares and 5.58 per cent of votes attached to the Shares. Accordingly, Fred Larsen exercises control in Lamor under the provisions of the Finnish Securities Markets Act as the date of this Offering Circular. Other than the Offering, Lamor is not aware of any arrangements the operation of which could result in a change of control in Lamor.

Key management and auditor of Lamor

The Board of Directors of Lamor comprises the following persons:

Name	Year born	Position	First elected to the Board of Directors
Esa Ikäheimonen	1963	Chairman of the Board	2018
Fred Larsen...................................	1968	Member	2008
Timo Rantanen..............................	1961	Member	2020

Lamor's extraordinary general meeting, held on 1 October 2021, elected, as conditional on the completion of the Listing and the Offering, Nina Ehrnrooth and Kaisa Lipponen as the new members of the Company's board of directors.

The Management Team of Lamor comprises following persons:

Name	Year born	Position	In the Management Team since
Mika Pirneskoski	1978	CEO	2018
Magnus Miemois...........................	1970	COO	2020
Timo Koponen...............................	1969	CFO	2021
Johanna Grönroos	1977	CDO	2021

The auditor of Lamor is Authorized Public Accountants Ernst & Young Oy. Ernst & Young Oy has appointed Authorized Public Accountant Juha Hilmola as the responsible auditor. Juha Hilmola is registered in the auditor register in accordance with Chapter 6, Section 9 of the Finnish Auditing Act (1141/2015, as amended).

What is the key financial information regarding the issuer?

Historical financial information

The selected financial information below has been derived from Lamor's unaudited interim financial report as at and for the nine months ended 30 September 2021, prepared in accordance with IAS 34 – Interim Financial Reporting standard, on which a review of historical financial information has been performed, including unaudited comparative figures as at and for the nine months ended 30 September 2020, Lamor's audited consolidated financial statements as at and for the year ended 31 December 2020 including unaudited comparative figures as at and for the year ended 31 December 2019, and which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and Lamor's audited consolidated financial statements as at and for the years 31 December 2019 and 31 December 2018 which have been prepared in accordance with Finnish Accounting Standards ("**FAS**").

	For the nine months ended 30 September		For the year ended 31 December	
	(IFRS)			
Information from the Consolidated Statements of Profit and Loss, Financial Position and Cash Flows	**2021**	**2020**	**2020**	**2019**
(EUR million)	(unadited)		(audited, unless otherwise indicated)	(unaudited)
Information from the Consolidated Statement of Profit and Loss				
Revenue	35.2	35.0	45.6	48.1
Operating profit (EBIT)	1.4	3.0	2.4	3.5
Operating Profit (EBIT) margin -%	4.1 %	8.6 %	5.3 %[(1)]	7.2 %
Profit for the financial year	0.2	1.6	0.8	1.9
Earnings per share, basic, euros	0.65	1.00	1.75	4.31
Information from the Consolidated Statement of Financial Position				
Total assets	78.1	68.1	63.4	60.8
Total equity	29.3	32.1	29.4	31.2
Total net debt	28.0	16.4	11.8[(1)]	15.4
Information from the Consolidated Statement of Cash Flows				
Net cash flow from operating activities	-6.5	1.1	6.0	1.2
Net cash flow from investing activities	-3.8	-1.7	-2.0	-2.6
Net cash flow from financing activities	7.4	2.7	-0.5	-0.0

(1) Unaudited.

	For the year ended 31 December	
	(FAS)	
Information from the Income statement, Balance sheet and Cash flow statement	**2019**	**2018**
(EUR million)	(audited, unless otherwise indicated)	
Information from the Income statement		
Revenue	47.6	43.9
Operating profit (EBIT)	2.6	-0.5
Operating profit (EBIT) -%	6 %[(1)]	0 %[(1)]
Profit (loss) for the financial year	0.8	-1.5
Information from the Balance sheet		
Total assets	47.6	52.2
Total equity	14.5	13.3
Net debt	13.1[(1)]	11.0[(1)]
Information from the consolidated statements of cash flows		
Cash flow from operating activities (A)	0.9	4.2
Cash flow from investing activities (B)	-2.9	-5.0
Cash flow from financing activities (C)	0.7	2.0

(1) Unaudited.

What are the key risks that are specific to the issuer?

1. Political or economic uncertainty in certain countries may have a material adverse effect on Lamor's business through, among others, inconvenience of conducting business.
2. Failures in the acquisition of new customers and projects and tenders related to public procurement or failure in maintaining customers may have a material adverse effect on Lamor's business and its future prospects.
3. Lamor may fail to execute its strategy or in adapting it to an altered operating environment, or the Company's strategy itself may be unsuccessful.
4. Lamor conducts a part of its business through associated companies and joint ventures, in which it has limited control, which may, among others, hinder Lamor's ability to make an associated company or a joint venture to act in Lamor's interests.
5. Failure in project management could have a material adverse effect on Lamor's business through, among others, decrease in margins.
6. Failures in projects could have an impact on the future availability of projects and thus have a material adverse effect on Lamor's business and future prospects.
7. Lamor's individual projects may be remarkably extensive and individual projects could have a significant impact on the profitability of Lamor's business.
8. Lamor is dependent on its ability to procure guarantees required for projects.
9. Failures in the preparation of project contracts or in project pricing could have a material adverse effect on the profitability of Lamor's projects.
10. Lamor's business involves health and safety risks.
11. Lamor may face difficulties in obtaining financing with competitive terms and conditions or at all for the execution of its growth strategy or other purposes.

KEY INFORMATION ON THE SECURITIES

What are the main features of the securities?

The ISIN code of the Shares (as defined below) is FI4000512488. Lamor has one share class with equal voting rights and all Shares provide equal rights to dividend. Lamor's current shareholders have entered into shareholders' agreements concerning Lamor which will be terminated upon the completion of the Listing. The Shares do not have a nominal value. The Shares have been issued in accordance with Finnish laws and all Shares have been paid in full. As at the date of this Offering Circular, Lamor's Articles of Association contains a redemption and a consent clause. Lamor's Extraordinary General Meeting held on 1 October 2021 has resolved to remove the redemption and the consent clause from the Articles of Association. The removal of the redemption and the consent clause shall be notified to the Trade Register through a decision made by the Board of Directors in connection with the notification concerning the registration of New Shares (as defined below) issued in the Offering or immediately before that. After the removal of the redemption and the consent clauses, the Shares are freely transferable within the limits of the transfer restrictions described below. The Shares are issued in the book-entry system maintained by Euroclear Finland Oy.

Lamor aims to raise gross proceeds of approximately EUR 35 million by offering preliminarily a maximum of 7,266,253 new shares in the Company (the "**New Shares**") for subscription (the "**Offering**").

The Company aims to distribute dividends annually, while taking into account growth of business as the Company's most important target.

Where will the securities be traded?

Lamor intends to submit its application to Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**") for listing the Shares on the First North Premier Growth Market Finland multilateral marketplace maintained by Nasdaq Helsinki ("**First North Premier**") under trading code "LAMOR" ("**Listing**"). Trading in the Shares is expected to commence on the First North Premier on or about 8 December 2021, provided that Nasdaq Helsinki accepts the Company's application.

What are the key risks that are specific to the securities?

1. The Offering may not be fully subscribed or completed as planned or at all.
2. The major shareholder may sell a significant part of the Shares held by it, which may have an adverse impact on the market price of Lamor's Shares and lead to other negative effects for Lamor or its shareholders.
3. Lamor's major shareholders may have significant influence on the management of Lamor, and the interests of the major shareholders may differ from the interests of the minority shareholders.
4. The amount of dividends or other capital repayments, to be distributed from any financial year, is uncertain and Lamor may not necessarily distribute any dividends or make capital repayments at all.

KEY INFORMATION ON THE OFFERING OF THE SECURITIES AND ADMISSION TO TRADING ON A MULTILATERAL TRADING FACILITY

Under which conditions and timetable can I invest in this security?

General terms and conditions of the Offering

Lamor aims to raise gross proceeds of approximately EUR 35 million by offering preliminarily a maximum of 7,266,253 New Shares in the Company for subscription in the Offering. Unless the context indicates otherwise, the New Shares and the Additional Shares (as defined below) are together referred to herein as the "**Offer Shares**".

The Offer Shares may represent up to approximately 27.0 per cent of the issued and outstanding Shares in the Company after the Offering, assuming that the Company will issue the preliminary maximum number of New Shares in the Offering and that the Over-Allotment Option (as defined below) will not be exercised (approximately 31.0 per cent of the Shares, assuming that the Company will issue the preliminary maximum number of New Shares in the Offering and that the Over-Allotment Option will be exercised in full). As a result of the Offering, the number of issued and outstanding Shares in the Company may increase to up to 26,944,853 Shares assuming that the Company issues 7,266,253 New Shares in the Offering.

The Offering consists of (i) a public offering to private individuals and entities in Finland (the "**Public Offering**") and (ii) an institutional offering to institutional investors in Finland and, in accordance with applicable laws, internationally outside the United States (the "**Institutional Offering**") as well as (iii) personnel offering to the Company's Personnel (as defined below) (the "**Personnel Offering**"). Depending on the demand, the Company may reallocate Offer Shares between the Public Offering, the Institutional Offering and the Personnel Offering in deviation from the preliminary number of Offer Shares without limitation. However, the minimum number of Offer Shares to be offered in the Public Offering will be 1,000,000 Offer Shares or, if the aggregate number of Offer Shares covered by the Commitments (as defined below) submitted in the Public Offering is smaller than this, such aggregate number of Offer Shares as covered by the Commitments (as defined below).

Danske Invest Finnish Equity Fund, Veritas Pension Insurance Company Ltd, Mandatum Asset Management Ltd and certain funds managed by SP-Fund Management Company Ltd (together the "**Cornerstone Investors**") have, subject to certain conditions, committed to subscribing shares for in aggregate EUR 19.5 million in the Offering, provided that the valuation the Company’s outstanding shares before any proceeds from the Offering does not exceed EUR 95 million. According to the terms and conditions of the subscription undertakings, the Cornerstone Investors will be guaranteed the number of Offer Shares covered by the subscription undertaking. The Cornerstone Investors will not be compensated for their subscription undertakings.

Danske Bank A/S, Finland Branch acts as the sole global coordinator and bookrunner of the Offering ("**Danske Bank**" or the "**Sole Global Coordinator**"). In addition, the Company has appointed Nordnet Bank AB ("**Nordnet**") to act as the subscription place in the Public Offering.

Larsen Family Corporation Oy is expected to grant Danske Bank acting as stabilising manager (the "**Stabilising Manager**") an over-allotment option, exercisable within 30 days from commencement of trading in the Shares in Lamor in First North Premier, to purchase a maximum of 1,089,937 additional shares (the "**Additional Shares**") at the Subscription Price (as defined below) solely to cover potential over-allotments in connection with the Offering (the "**Over-Allotment Option**").

The Company's Personnel shall refer to the following: full-time and part-time permanent employees of the Company (and employees with fixed-term employment contracts), who have a valid employment relationship with the Company at the end of the subscription period for the Personnel Offering and the employment has not been terminated, the members of the Management Team and the Board of Directors and the CEO of the Company as well as the members of the Company's Board of Directors, whose election as new members of the Company's Board of Directors by the Company's Extraordinary General Meeting, held on 1 October 2021, is conditional on the completion of the Listing and the Offering ("**Personnel**").

Subscription price and subscription period

The Offer Shares are offered in the Public Offering and the Institutional Offering for a subscription price of EUR 4.83 per Offer Share (the "**Subscription Price**"). The subscription price per share in the Personnel Offering is 10 per cent lower than the Subscription Price, i.e. the Subscription Price in the Personnel Offering is EUR 4.35 per Offer Share. The subscription period for the Public Offering will commence on 25 November 2021 at 10:00 a.m. (Finnish time) and end on or about 2 December 2021 at 4:00 p.m. (Finnish time). The subscription period for the Institutional Offering will commence on 25 November 2021 at 10:00 a.m. (Finnish time) and end on or about 7 December 2021 at 11:00 a.m. (Finnish time). The subscription period for the Personnel Offering will commence on 25 November 2021 at 10:00 a.m. (Finnish time) and end on or about 2 December 2021 at 4:00 p.m. (Finnish time).

The Company's Board of Directors may extend the subscription periods of the Public Offering, the Institutional Offering and the Personnel Offering. A possible extension of the subscription period will be communicated through a company release, which will indicate the new end date of the subscription period. The subscription periods of the Public Offering, the Institutional Offering and the Personnel Offering will in any case end on 16 December 2021 at 4:00 p.m. (Finnish time) at the latest. The Company's Board of Directors may extend or refrain from extending the subscription periods of the Public Offering, the Institutional Offering and the Personnel Offering independently of one another. A company release regarding any extension of the subscription period must be published no later than on the estimated final dates of the subscription periods for the Public Offering, the Institutional Offering and the Personnel Offering stated above.

Cancellation in accordance with the Prospectus Regulation

A commitment to subscribe for or purchase Offer Shares in the Public Offering or in the Personnel Offering (a "**Commitment**") cannot be amended. A Commitment may only be cancelled in the situations provided for in Article 23 of the Prospectus Regulation. If the Finnish Prospectus is supplemented pursuant to the Prospectus Regulation due to material new information, a material error or material inaccuracy, which may affect the assessment of the Offer Shares ("**Grounds for Supplement**"), investors who have given their Commitments before the supplement of the Finnish Prospectus is published have the right to cancel their Commitments within the cancellation period. Such cancellation period shall last for at least three working days from the publication of the supplement. The cancellation right is further conditional on that the Grounds for Supplement are noted prior to the end of the subscription period. The Company will announce instructions for cancellation through a company release. This company release shall also announce investors' right to cancel Commitments, cancellation period and other more detailed instructions for cancellation. After the end of the cancellation period, the right of cancellation will lapse.

Trading in the Shares

The Company intends to file a listing application with Nasdaq Helsinki to list the Shares on First North Premier. Trading in the Shares is expected to commence on First North Premier on or about 8 December 2021. The trading code of the Shares is "LAMOR " and the ISIN code is FI4000512488. When the trading on First North Premier commences on or about 8 December 2021, not all of the Offer Shares may necessarily have been transferred to the investors' book-entry accounts. If an investor wishes to sell Offer Shares subscribed for by it in the Offering on First North Premier, the investor should ensure, before placing the order, that the number of Shares registered to its book-entry account covers the transaction in question at the time of clearing.

Fees and Expenses

The Company will pay the Sole Global Coordinator a fee, which is determined on the basis of the gross proceeds from the Offering. In addition, the Company may, at its sole discretion, pay the Sole Global Coordinator an incentive fee. Furthermore, the Company has agreed to reimburse the Sole Global Coordinator for certain expenses.

In connection with the Offering, the Company expects to pay a total of approximately EUR 3 million in fees and expenses, assuming that the Company issues 7,266,253 New Shares at the Subscription Price and that the discretionary fee is paid in full.

Dilution

As a result of the issuing of the New Shares offered in the Offering, the number of the issued and outstanding Shares in the Company may increase to 26,974,667 Shares assuming that in the Personnel Offering, in connection with an over-subscription, a total of 500,000 Shares are subscribed for at a lower subscription price applicable to such New Shares. In this scenario, if the existing shareholders of the Company do not subscribe for the Offer Shares in the Offering, their total holding of Shares would be diluted by 27.0 per cent assuming that the Over-Allotment Option will not be exercised.

The Company's equity per Share stood at EUR 1.49 as at 30 September 2021 when the share split executed on November 2021 is taken into account in the number of Shares.

Lock-ups

The Company and Larsen Family Corporation Oy are expected to commit, during the period that will end 180 days from the Listing and commencement of trading (*i.e.*, on or 6 June 2022), without the prior written consent of the Sole Global Coordinator (which consent may not be unreasonably withheld), not to issue, offer, pledge, sell, contract to sell, sell any option rights or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares or enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequence of ownership of Shares, whether any such transactions are to be settled by delivery of the Shares or other securities, in cash or otherwise, or submit to the Company's general meeting a proposal to effect any of the foregoing. There are certain exemptions to the lock-ups of the Company and Larsen Family Corporation Oy, including that the lock-ups do not apply to the Offering and that the Company's lock-up does not apply to customary remuneration or incentive programs.

The members of the Board of Directors and Management Team of the Company, including Nina Ehrnrooth and Kaisa Lipponen, whose election to the Board of Directors is conditional upon the completion of the Listing and the Offering, have committed, during the period that will end 360 days from the Listing and commencement of trading (i.e., on or about 3 December 2022) ,without the prior written consent of the Sole Global Coordinator, not to issue, offer, pledge, sell, contract to sell, sell any option rights or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise directly or indirectly transfer or dispose of any Shares or any securities convertible into or exchangeable for Shares or enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequence of ownership of Shares, whether any such transactions are to be settled by delivery of the Shares or other securities, in cash or otherwise. There are certain exemptions to the lock-ups of the members of the Company's Board of Directors and Management Team.

A precondition for the participation in the Personnel Offering is that those who have the right to participate in the Personnel Offering commit, in connection with the subscription, to comply with a lock-up that will end 360 days from the Listing (i.e. on or about 3 December 2022).

The lock-ups apply to approximately 47.8 per cent of the issued and outstanding Shares in the Company after the Offering, assuming that the Over-Allotment Option will not be exercised (approximately 41.8 per cent of the issued and outstanding Shares in the Company, assuming that the Over-Allotment Option will be exercised in full), that the Company will issue the preliminary maximum number of New Shares and that 200,000 New Shares are offered in the Personnel Offering.

Why is this Offering Circular being produced?

Lamor has prepared and published this Offering Circular to offer the Shares to the public.

Reasons for the Offering

Through the Offering, Lamor aims to improve its abilities to execute its strategy for profitable growth and to bring financial flexibility for the development of its operations. The Listing is also expected to increase awareness and brand recognition of Lamor among customers, business partners, employees and investors and, thus, improve the Company's competitiveness. In addition, the Listing would allow the Company an access to capital markets and to expand its owner base with domestic and international investors thus improving the liquidity of the Shares. The increased liquidity would also allow Lamor to use the Shares more efficiently as consideration in potential acquisitions and in personnel remuneration.

Use and amount of proceeds

Lamor aims to raise gross proceeds of approximately EUR 35 million by offering preliminarily a maximum of 7,266,253 New Shares for subscription at a Subscription Price of EUR 4.83 per New Share. Lamor estimates the charges, fees and expenses to be paid by Lamor in connection with the Offering to amount to approximately EUR 3 million assuming that the Company issues 7,266,253 New Shares at the Subscription Price and that the discretionary fee is paid in full and, as a result of which Lamor estimates to receive net proceeds of approximately EUR 32 million from the Offering. Lamor receives no proceeds from potential sale of the Additional Shares.

Lamor intends to use the net proceeds from the Offering to strengthen its capital structure. Strengthening of the capital structure will improve Lamor's capabilities to implement its growth strategy through, among other things, financing of new larger projects, investments in technologies and expansion of the geographical network.

Interests related to the Offering

The Sole Global Coordinator and/or its related parties have offered, and may offer in the future, advisory, consulting and/or banking services to the Company. In connection with the Offering, the Sole Global Coordinator and/or investors who are related parties to the Sole Global Coordinator may subscribe for or purchase a part of the Offer Shares on their own account and in this position hold or sell Offer Shares on their own account, and they may offer or sell Offer Shares otherwise than in connection with the Offering in accordance with the applicable laws. The Sole Global Coordinator does not intend to disclose the scope of such investments or transactions, unless required by law.

Applicable law and dispute resolution

The Offering shall be governed by the laws of Finland. Any disputes arising in connection with the Offering shall be settled by a court of competent jurisdiction in Finland.

RISK FACTORS

Investing in the Shares involves certain risks, some of which may be significant. Investors considering investing in the Shares are encouraged to carefully review the information contained in this Offering Circular, and in particular, the risk factors described below. The following description of the risk factors is based on information known and assessed on the date of this Offering Circular and, therefore, it is not necessarily exhaustive. Furthermore, Lamor's business may involve risks that are not known or considered material at the date of this Offering Circular but that could have an adverse effect on Lamor's business, financial position, results of operations or future prospects as well as on the value of the Shares. Should one or more of the risk factors materialise, it could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects as well as on the value of the Shares. Should one or more of the risks materialise or the likelihood of their materialisation increase, the investors in the Shares could lose their investment partially or in full.

The risks presented herein are divided into eight categories depending on their nature. Although the order in which the categories are presented does not indicate their materiality, the risk presented first in each category is that which Lamor assesses to be the most material, taking into consideration the risk's potential negative impact on Lamor and the probability of its occurrence. The categories are:

1. *Risks related to Lamor's operating environment*
2. *Legal and regulatory risks*
3. *Risks related to Lamor's business operations*
4. *Risks related to the project-like nature of Lamor's business*
5. *Risks related to Lamor's management and personnel*
6. *Risks related to Lamor's financing and financial position*
7. *Risks related to the Offering and the Listing*
8. *Risks related to the Shares*

Risks related to Lamor's operating environment

Political or economic uncertainty in certain countries may have a material adverse effect on Lamor's business through, among others, inconvenience of conducting business

As at the date of this Offering Circular, Lamor operates in over 100 counties through its subsidiaries and associated companies and its partner and distribution networks. Lamor has subsidiaries and associated companies in 21 countries[1], and the Company carries out its business in all continents. In addition, Lamor aims to grow and expand its business also in the future (see also "*Business overview – Lamor's strategy – Technological and international expansion of the business areas*" and "*Business overview – Lamor's strategy – Winning significant new long-term service agreements*"*).* Since Lamor has business operations across the world, it is exposed to, for example, the political, economic, legislative and social conditions in each country in which it conducts its business. Due to the international nature of its operations, Lamor is exposed to the impacts of risks related to international trade. Such risks related to international trade which, if materialised, could have an adverse effect on Lamor's business, include economic and political uncertainty, international crises, and sanctions, terrorist attacks or acts of war suffered by the countries in which it has operations.

Lamor has operations, for example, in South America, Africa, Russia, Turkey, China and the Middle East. There has historically been a risk of political uncertainty in the aforementioned areas, due to which many other countries have imposed trade sanctions on them, creating uncertainty and threats to operate in these countries. In recent years, the European Union and the United States have imposed trade sanctions on Russia due to the situation in Eastern Ukraine and Crimea, among others. Similarly, there have been tensions between the United States and China regarding trade in recent years, and these have even escalated to a trade war. Both the European Union and the United States have imposed numerous sanctions on the Middle East, in addition to which relations between certain countries in the Middle East and the United States have also led to military action in recent years. Lamor cannot be certain that the validity of such sanctions will not be extended or that new sanctions will not be imposed on the countries in question, or other countries in which Lamor has business operations. Furthermore, there can be no certainty that the countries targeted by the aforementioned measures will not impose similar restrictions, which could escalate the situation to a trade war. Similarly, there can be no certainty that the conflicts will not further escalate in the future and lead to, for example, new or broader military action than before.

Lamor also has business operations in developing economies, and such agreements are often subject to local legislation and dispute settlement mechanisms. The economic, political and administrative systems and legal systems of the countries

[1] All companies do not have significant business operations as at the date of this Offering Circular.

in question may not necessarily be fully established, which could pose a risk relating to, for example, compliance with and enforcement and termination of concluded agreements as well as to interpretations of agreement terms and conditions in these countries. Problems relating to the enforcement of agreements could lead to Lamor being unable to effectively require its contractual counterparties to comply with their agreements, which could lead to significant costs for Lamor. Due to these unestablished systems, the risks relating to such countries, and their effects, cannot be fully predicted.

Should any of the risks described above materialise, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects by, for example, preventing Lamor from expanding its business in such countries or even operating in them at all in the future.

Unfavourable economic development and conditions in Finland and globally may have an adverse effect on Lamor's business through, among others, decrease in demand

The services provided by Lamor include services for cleaning up damage that has already occurred as well as services related to preparedness, and Lamor has customers in both the private and the public sector (for more information, see "*Business overview – Environmental solutions provided by Lamor – Service business*" and "*Business overview – Sales and customers"*). Demand for the preparedness services is particularly dependent on economic development and its impact on Lamor's customers. Lamor's private sector customers, in particular, are susceptible to general economic development, and fluctuations in economic cycles as well as slow or negative economic growth could impact on demand for Lamor's equipment and services unfavourably. Demand from the public sector is less sensitive to economic cycles, but a prolonged low cycle in the economy could lead to a decrease in investment, and as with private sector customers, economic uncertainty could thus impact on demand from the public sector, especially with regard to preparedness services. Therefore, fluctuation in economic cycles as well as slow or negative economic growth could have an unfavourable impact on demand for Lamor's equipment and services. In addition, projects and orders already agreed on may be cancelled or postponed. Fluctuations in customer demand related to the economic situation weaken the predictability of the business. Decreased demand may also have an impact on Lamor's negotiating power and the pricing of its equipment and services, which could have a material adverse effect on Lamor's business, financial position and results of operations. In addition, an unfavourable trend in the global economy and the resulting uncertainty in the financial markets could have an adverse effect on Lamor's financing costs and the general availability of financing. On the other hand, weaker availability of financing or a higher cost of financing could also have an impact on demand for Lamor's equipment and services.

Unfavourable economic development in Finland and globally could impact Lamor's business in many ways, including Lamor's income, assets, solvency, business and/or financial position as well as those of its customers and subcontractors. Moreover, Lamor may not necessarily be able to take advantage of the business opportunities arising from fluctuations in the economy nor be able to adapt its operations to a long-term economic downturn or stagnation. Changes in macroeconomic factors and the unfavourable development of the Finnish or global economy could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Global epidemics and pandemics may have a material adverse effect on Lamor's business through, among others, disruptions in the production chains and increasing difficulty of personnel's mobility

Global epidemics and pandemics, such as the current pandemic caused by the coronavirus disease (COVID-19), may have a significant effect on the global economy and the financial markets. The coronavirus pandemic has already caused significant uncertainty in the global economy and financial markets and it is estimated that, if prolonged, it could lead to a deeper or longer downturn in the global economy. An epidemic or pandemic could have a significant effect on the financial position and financing of Lamor and its customers and subcontractors as well as on confidence in the economy and the future, which could result in a temporary halt to or rescheduling of projects, cancellations of agreed projects or postponement of the start of such projects. A weakening in the financial position of or availability of financing for Lamor's public and/or private sector customers or its subcontractors could lead to a deterioration in the demand for Lamor's equipment and services, slower-than-expected sales growth and a drop in the prices of the Company's equipment and services. Several central banks and governments have announced relief packages and programmes targeted at businesses and consumers with the aim of stimulating the economy. However, it is not certain whether the aforementioned stimulus measures will suffice to prevent a downturn in the economy.

A global state of emergency could have a direct or indirect effect on Lamor's business, due to, among other things, restrictions and other measures imposed to contain an epidemic or pandemic and prevent its spread. Lamor has very global operations, utilising foreign workers and subcontractors in its business. In many countries, restrictions on the movement of people have been imposed due to the coronavirus pandemic by sealing off areas and cities and placing people in quarantine to prevent the spread of the coronavirus. International restrictions have also been imposed on the movement of people by placing travel restrictions of various types and durations between different states, and borders have been completely closed from time to time. Similarly, many countries have been forced to impose restrictions on gatherings. Such restrictions in exceptional circumstances may impact on the availability, usability and mobility of experts and employees used by Lamor. Epidemics and pandemics could lead to large-scale sickness absences or quarantines of Lamor's employees. Lamor's services cannot be provided through remote working. Simultaneous sickness absences and/or quarantines of Lamor's employees could delays Lamor's equipment delivery processes and provision of services. This could lead to Lamor becoming unable to meet the delivery and project timetables agreed with its contractual partners, which could result in additional costs for Lamor and decrease the Company's revenue. If Lamor is unable to use its necessary personnel due to restriction measures, sickness absences or quarantines, this could lead to various delays in the delivery of Lamor's equipment, the provision of its services and the execution of its projects.

Restrictions on movement could limit or even halt deliveries of materials as a result of disruptions and problems in global transportation. Lamor orders the equipment and technologies it uses to provide its services from foreign suppliers and delivers equipment and services globally. Movement restrictions and shutdowns in other countries in addition to Finland could have an impact on the availability of equipment and cause delays in their delivery, which in turn could affect Lamor's ability to deliver equipment to its customers, execute projects or provide services. Since Lamor has delivery, service and other contracts with international operators across the world, exceptional circumstances and restrictions imposed in other countries than Finland may also have a material adverse effect on Lamor's operations.

Travel restrictions imposed because of the coronavirus pandemic have negatively impacted Lamor's business especially through delays in projects, although Lamor has not been forced to cancel its projects because of the exceptional circumstances. Movement restrictions have affected the execution of service contracts especially in South America. Major investment projects have progressed more slowly than normally across the globe because of the coronavirus pandemic. The equipment business has also suffered from delays and its volume declined due to the coronavirus pandemic.

The ultimate impacts of the coronavirus pandemic that is ongoing at the date of this Offering Circular (including the timing, duration and extent of the impacts) on the global economy, the economies of the countries in which Lamor operates, Lamor's business and Lamor's subcontractors and customers is difficult to assess, particularly because the pandemic situation and the consequent measures of the public authorities change rapidly. Should any risk described above materialise, it could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Increased competition may have an adverse effect on Lamor's business

Lamor operates in a global market, aiming to continuously develop its operations and grow its business volume. The market for both the Company's service business and its equipment business is fragmented. Lamor's competitors in the service business operate largely locally, but in the equipment business there are both global and local competitors (see also "*Market and industry review – Competitive landscape*"). Competition in the market may be intensified by individual companies expanding or increasing their market share either geographically or in different business segments. Companies operating in the industry may also aim to expand their operations by merging with other companies in the industry and thus expanding the product and service selection offered by an individual company. An increase in competition in the industry may lead to the loss of assignments or to Lamor being forced to price its equipment and services less favourably. Therefore, an increase in competition also poses a risk to the successful growth of Lamor's business. Competitive factors in Lamor's business include, in particular, the equipment and service selection, know-how and reputation, brand awareness, which is affected by customer relationships and references, and prices especially when new projects are acquired through tenders.

Lamor has an extensive network of offices and partners across the world. New offices have historically been established in regions where it is estimated they will be most needed. The offices are used to promote the Company's sales and enable participation in different projects and invitations to tender. In addition to its subsidiaries and associated companies as well as its global offices, Lamor has a broad partner network that includes the key partner companies for Lamor's service business (for more information, see *"Business overview – Lamor's partner network and subcontractors*"). It is possible that Lamor will fail in the future to expand its office and partner network in an optimal way from a business perspective and may therefore be unable to meet demand in the most optimal way possible. It is also possible that Lamor will fail to maintain and improve its competitiveness relative to its current and future competitors due to, for example, it failing to develop its service range and business model in response to changes occurring in the business environment. Should Lamor's competitors succeed in the development of their service selection and change management better than Lamor, the Company may lose market share to its competitors and fail to achieve the growth targets set for its business.

As part of its business, Lamor also participates in tenders concerning public procurements, and the acquisition of new projects is largely dependent on success in these tenders. Contracts concluded with public sector customers often include master agreements that may cover years-long contract periods. Failure in acquiring framework agreements or in their preparation could lead to the loss of business with a certain customer for as many as several years. The acquisition of projects from private sector customers is also based on tenders in certain situations. Should Lamor's competitors be willing to offer their services at a lower price than Lamor, the Company may be forced to reduce its prices to respond to the competition, as failure in the pricing of equipment and services could lead to the loss of projects to competitors.

Should Lamor fail to offer suitable services or equipment or competitive prices, to expand its office and partner network or recruit and retain skilled personnel (see also "*Risks related to Lamor's management and personnel – Failure in recruiting and committing competent key personnel and loss of key personnel may have an adverse effect on Lamor's business*"), this could have a material adverse effect on Lamor's ability to manage its ongoing projects, acquire new projects or customer relationships and maintain its competitiveness in relation to employees and customers alike. Lamor may thus lose its market share to its competitors if it is unable to develop its service selection, succeed in tenders or adapt to changes in its operating environment. Should any of these risks materialise, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Changes in public finances or political decisions concerning the use of public funds may have an effect on Lamor's business

The development of Lamor's business is partly dependent on the general development of the public finances and the political decision steering them, as Lamor has customers both in the private and public sectors. As at the end of September 2021, public sector customers accounted for 95 per cent of Lamor's EUR 228.0 million order backlog.[2] In particular, demand for preparedness services is dependent on the general development of the public finances and the political decision making steering them. A weak situation in the public sector could lead to public sector customers lacking the necessary financial resources to acquire preparedness services, which will lead to a reduction in the number of projects commissioned by such customers, especially in circumstances where the weak situation is prolonged. In addition, a weak financial situation in the public sector could also have an adverse effect on the start of clean-up projects for soil and water areas that have been left uncleaned.

As at the date of this Offering Circular, Lamor operates in over 100 counties through its subsidiaries and associated companies and its partner and distribution networks. Lamor has subsidiaries and associated companies in 21 countries[3], and the Company carries out its business in all continents. If the general political atmosphere in one of the countries in which Lamor operates changes such that projects related to preparedness are no longer implemented to the extent expected by Lamor (for more information, see "*Market and industry review – Transformation of oil spill response market and its drivers*" and "*Market and industry review – Growth in waste management and water treatment markets and their growth drivers*"), this could have a material adverse effect on Lamor's growth prospects, which are largely based on the expected increase in the importance of the service business. Demand for equipment and services related to cleaning up the environment and sustainable development is partially based on political decision-making. If there are changes in the political atmosphere or decision-making that would lead to the prioritisation of other investments ahead of investments made in cleaning up the environment and to weaker demand for Lamor's services, these could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Legal and regulatory risks

Due its global nature, Lamor's business is subject to a significant amount of regulation, and changes in regulation or case law applied to Lamor's industry, Lamor or services provided by it may be unfavourable for Lamor

Lamor operates in a highly regulated industry, which is also under constant pressure to change due to increasing environmental awareness, among other factors. As at the date of this Offering Circular, Lamor operates in over 100 counties through its subsidiaries and associated companies and its partner and distribution networks. Lamor has subsidiaries and associated companies in 21 countries[4], and it carries out its business in all continents (see also "*– Business overview – Group structure*"). Therefore, Lamor must comply with a large volume of legislation governing the industry, as well as various standards and regulations concerning, for example, the handling of waste and harmful substances, operating permits, health and safety, data protection, public procurements, the use of labour, competition, business activities in general and taxation. The global nature of Lamor's business materially increases the amount of various regulation it is subject to, as the content of rules and regulations may vary significantly from country to another. Changes in regulations, standards or case law governing the industry, Lamor or the equipment or services it offers could be unfavourable for Lamor and it may be forced to, for example, adapt its operations, revise its plans or renew its equipment and service offering or revise its strategy due to such changes.

[2] The public sector customers also include national oil companies.

[3] All companies do not have significant business operations as at the date of this Offering Circular.

[4] All companies do not have significant business operations as at the date of this Offering Circular.

In addition, the requirements for executing projects and conducting the targeted business may vary between the different countries in which Lamor operates. Failure to comply with applicable legislation, standards or regulations could lead to restrictions on or temporary or permanent interruptions of Lamor's operations or result in unforeseen expenses for the Company. In addition, due to violations the Company may face various sanctions, such as fines or civil or criminal sanctions, third parties may file claims against Lamor and it may incur additional expenses (see also "*– Failure to comply with legislation, regulations and standards may result in fines, sanctions or other negative consequences, which could have a material adverse effect on the Company's business or reputation* ").

Regulation also strongly impacts the operations of Lamor's customers and thus also partially the demand for Lamor's equipment and services. For example, the global increase in environmental awareness has forced governments to pay attention to soil and water areas that have been left uncleaned.[5] There is a repair deficit created by oil spills especially in emerging countries, where a considerable number of major oil spills has still not been cleaned.[6] As a result of heightened environmental awareness, regulations concerning environmental damage and the sanctions resulting from it for companies have been tightened[7] and many companies have begun voluntarily to pre-empt potential future environmental damage. Similarly, changes in legislation could also weaken demand for Lamor's equipment and services. Changes in the political atmosphere or decision-making could lead to the prioritisation of other legislative projects ahead of legislative projects related to the cleaning up the environment and thus to weaker demand for the equipment and services offered by Lamor.

Should any of the risks described above materialise, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects, as unfavourable changes in regulation, administrative solutions or applications of the law and prolonged administrative procedures could hamper Lamor's business, and changes in the regulatory framework or case law could require Lamor to adapt its business, which could result in significant additional costs and the Company's projects could be delayed.

Failure to comply with legislation, regulations and standards may result in fines, sanctions or other negative consequences, which could have a material adverse effect on the Company's business or reputation

Lamor carries out its business globally (for more information, see *"Business overview – Group structure"* and "*Business overview – Lamor's partner network and subcontractors"*). The Company must be familiar and comply with a diverse range of regulations depending on the market area, and regulations in different market areas and states may differ significantly (see also "*– Due its global nature, Lamor's business is subject to a significant amount of regulation, and changes in regulation or case law applied to Lamor's industry, Lamor or services provided by it may be unfavourable for Lamor*"). Lamor is dependent on the Company's employees and other stakeholders complying with existing laws and regulations governing Lamor's operations. Incomplete compliance with the aforementioned or other erroneous or fraudulent actions could significantly hamper Lamor's business and damage the Company's reputation.

In the course of its ordinary business, Lamor may become a party to litigation or administrative proceedings (relating to, for example, contractual obligations, public procurements, environmental issues, its obligations as an employer, the interpretation of employment or service contracts, workplace accidents, fraud, competition matters, tax interpretations, bribery and crime), and it may become subject to tax audits and administrative audits (see also "Business overview – Litigation and arbitration procedures"). Due to the international nature of its business, Lamor may also conduct business with a counterparty subject to sanctions (see also "*Risks related to Lamor's operating environment – Political or economic uncertainty in certain countries may have a material adverse effect on Lamor's business through, among others, inconvenience of conducting business*").

Incomplete compliance with the laws and regulations or other erroneous or fraudulent actions could lead to civil, criminal or administrative sanctions. Court cases may result in, for instance, Lamor being held liable to compensate for damage either solely or collectively with another party, fines being imposed or a prohibition on certain business activities conducted by Lamor. Court cases may be costly, prolonged and unpredictable in their outcome. Court cases may also have a negative effect on Lamor's reputation among its present or potential customers, subcontractors, employees and other stakeholders. It is also possible that corporate fines or other sanction-like consequences imposed on Lamor or its management could lead to Lamor being banned from some public procurements. If sanctions are imposed on Lamor or its reputation weakens as a result of legal proceedings, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

[5] Source: International Institute for Sustainable Development: Green Finance Approaches to Soil Remediation.

[6] Source: Internet search on historical oil spills.

[7] Source: UN: Global assessment of soil pollution.

In addition to the aforementioned, Lamor complies with various standards in its operations, for example ISO 9001:2015 (quality management systems)[8], ISO 14001:2015 (environmental management systems)[9] and ISO 45001:2018 (occupational health and safety management systems)[10]. Acquiring and maintaining certificates in accordance with standards also results in expenses for the Company. If Lamor is unable to acquire and maintain the aforementioned and other certificates in the future due to, for example, the fact that its operations do not meet the criteria set for granting the certificate, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects through, among others, increasing difficulty or even hindering to execute a project or make an offer to a project.

Lamor's service business requires regulatory permits for its major part, and Lamor may fail to obtain or maintain required permits and licenses

The service business conducted by Lamor is mostly subject to operating permits and it may not be carried out without a permit or licence granted by the relevant authority. Permits required in Lamor's business are described in "*Business overview – Regulatory environment and standards – Regulation – Permits required for Lamor's business*".

Often the launch and execution of projects that are part of Lamor's service business require that the necessary official permits and licenses are obtained. The most material of these permits for Lamor's service business is the environmental permit, which is usually required for operations that may have environmental impacts. There is no certainty that Lamor will be granted the necessary permits for executing projects or that permit decisions are not rescinded or amended due to appeals, for example. Delays is processes related to project-specific permits, failure to obtain a permit or the loss of a granted permit due to, for example, incomplete compliance with the terms and conditions of the permit, could have adverse effects on project timetables or prevent the execution of projects temporarily or permanently.

The capability of Lamor and its subsidiaries and associated companies to conduct a large part of Lamor's service business is dependent on Lamor's and its subsidiaries and associated companies' ability to acquire project-specific as well as organisation-specific permits that are essential for conducting the business. For instance, the business of waste reception and handling requires an organisation-specific licence from the relevant authority in the country where the business is conducted. In addition, delays in processes related to organisation-specific permits, failure to obtain a permit or the loss of a granted permit due to, for example, incomplete compliance with the terms and conditions of the permit, could have adverse effects on projects' execution timetables or prevent the execution of projects or certain business operations that are subject to permits either temporarily or permanently. In addition, Lamor may, in specific countries such as Saudi Arabia, be required to obtain a fixed-term license for its business, in which case the expiration of the license may delay or even prevent the execution of the project as planned if the fixed-term license is not extended.

Due to the global nature of its business, Lamor continuously has various pending permitting processes throughout the world. Failure in obtaining project or organisation specific permits that are material for Lamor's service business or the loss of permits could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor is exposed to environmental risks in its operations

Environmental aspects and the promotion of environmental issues are at the core of Lamor's business (for more information, see "*Business overview – Lamor's mission, vision and values*"). In their operations, Lamor and its subcontractors must comply with laws, regulations, permit terms and conditions, official guidelines and standards that concern, among other things, the cleaning up of contaminated areas, the handling and disposal of hazardous and harmful substances, and the reception, handling and transportation of waste. Lamor's business materially consists of the handling of hazardous substances and chemicals that are harmful to the environment, which involve a risk of environmental contamination and damage as well as health risks. The most significant environmental risks are related to the potential release into the soil or water of environmentally harmful substances, such as collected oil, used chemicals or the fuels of heavy machinery and vessels used in Lamor's and its subcontractors' activities, for example as a result of faulty or negligent handling or disposal of such substances. In Lamor's view, the largest risks are related especially to the logistics of waste in the emerging market, where the infrastructure for transport is not entirely developed. For example, in Finland the Act on Compensation for Environmental Damage (737/1994, as amended) contains more detailed provisions on the obligation to compensate for environmental damage, such as contamination of the soil, which according to the Act falls on the party whose activities resulted in the environmental damage as well as on the party to which the activities that caused the

[8] ISO 9001:2015 Quality management systems.

[9] ISO 14001:2015 Environmental management systems.

[10] ISO 45001:2018 Occupational health and safety management systems.

environmental damage are surrendered. Gross negligence or violation can be deemed an environmental crime in accordance with the Criminal Code (39/1889, as amended) that can lead to a corporate fine, for example.

Should Lamor fail to prevent, detect or clean up any environmental damage, such as contamination of the soil or water, caused by its operations or the operations of its subcontractors, a liability to compensate for environmental damage caused by Lamor or its subcontractors cannot be ruled out, or the costs resulting from the damage may become higher than expected. Any risk of compensation claims, or sanctions related to environmental damage, if materialised, could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Since the prevention and cleaning up of environmental damage and environmental issues and their promotion in general are at the core of Lamor's business, any environmental damage caused by Lamor or its subcontractors would cause significant damage to Lamor's reputation, which in turn would make it materially more difficult to acquire new projects and enter into cooperation and delivery agreements. The majority of Lamor's service operations are subject to permits and the launch of several projects requires the Company to obtain and have a valid environmental permit. If Lamor fails to fulfil the requirements of obtaining a permit or the permit provisions on a continuous basis, there is a risk that Lamor will fail to retain the permits it has been granted or that it will not be granted new permits, which in turn would prevent Lamor from continuing its service operations that require a permit. Any above risk related to the environment and environmental damage, if materialised, could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Risks related to Lamor's business operations

Failures in the acquisition of new customers and projects and tenders related to public procurement or failure in maintaining customers may have a material adverse effect on Lamor's business and its future prospects

As a part of its business, Lamor participates in tenders for public procurements, and it expects to acquire an increasing number of its new customers and projects through tenders for public procurements as the importance of its service business and public sector customers increases. As such, success in public tenders is of utmost importance for Lamor, and their importance is expected to grow in line with the expected growth in its service business (see also "*Business overview – Lamor's strategy – Winning significant new long-term service agreements*"). Compliance with the rules and procedures set out in regulations governing tenders and requirements concerning individual tenders is a precondition for participating in tenders, and furthermore, the companies participating in tenders must satisfy the criteria set by the organiser of the tender process. If the legislation applicable to tenders or the criteria used in tenders change significantly in the future, it is possible that Lamor will not be able to respond sufficiently quickly, or at all, to the requirements set by amended legislation or new requirements used in tenders. Efforts to satisfy eligibility and other criteria related to tenders may also incur additional costs to Lamor, and through this, weaken Lamor's profitability.

Failure to comply with legislation governing tenders or to fulfil the criteria related to procurements could lead to Lamor's submissions being disqualified from tenders. Large-scale problems in compliance with regulations governing tenders could thus lead to a significant decline in the number or value of project contracts received through tenders. Furthermore, it cannot be ruled out that committing violations of the law or contracts or engaging in other procedures deemed professional malpractice could, in the future, lead to Lamor being excluded from some public procurements. If Lamor does not comply with the rules of tenders or does not fulfil the criteria set as a prerequisite for participating in such tenders, or if its competitiveness deteriorates, there is a risk that the number of Lamor's public sector customers and projects will not grow as expected or will decrease in the future.

On the other hand, a significant number of Lamor's customers are private sector operators, and so Lamor must also be able to ensure the availability of private sector customers and projects in the future. Whereas in public procurements the project implementer is selected from amongst tenderers that fulfil the general criteria of the tender usually using price as the decisive criterion, private sector customers emphasise qualitative factors, such as the quality of services, competence of providers and reputation, in addition to price, to a greater extent in their selections. Problems in the delivery of equipment and services to Lamor's customers or other failures in maintaining customer relationships could weaken the satisfaction of Lamor's customers and eventually lead to them ordering equipment and services from Lamor's competitors. Difficulties in fulfilling contractual obligations or other problems affecting the maintenance of customer relationships could have a long-term impact on Lamor's reputation and, consequently, make it more difficult to acquire new customers as well as maintain existing customer relationships. To succeed in a competitive market, Lamor must also develop its equipment and service offering in order to be able to rapidly and effectively meet the customers' changing requirements.

Should Lamor's reputation among its existing or potential customers weaken due to, for example, problems related to quality or timetables, or Lamor's failure in responding to changes in customer demand or terms and conditions on tenders, there is a material risk that the number of Lamor's customers or projects does not increase as expected or decreases in the future, and it may lose existing or potential customers to competitors. Any risk related to the acquisition of customers and projects and retaining them described above, if materialised, could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor may fail to execute its strategy or in adapting it to an altered operating environment, or the Company's strategy itself may be unsuccessful

Lamor manages its business in accordance with the strategy presented under "*Business overview – Lamor's strategy*". The successful execution of Lamor's strategy is dependent on several factors, including the risk factors described in this Offering Circular, several of which are at least partially beyond Lamor's control.

In accordance with its strategy, Lamor aims to expand its current business, increase its service business' share of its revenue, optimize its resource usage as well as improve its operational efficiency and profitability. As a part of its expansion strategy, Lamor is committed to executing more large-scale projects than previously and its objective is to win new significant long-term service agreements. Failure to acquire new significant projects or execute current significant projects may have a material adverse effect on the execution of Lamor's strategy. In addition to the expansion, the Company aims, in accordance with its strategy, to continuously improve its operational efficiency and profitability. Unfavourable changes in the expenses of Lamor's business through, among others, increase in personnel or component expenses, may have a material adverse effect on Lamor's operational efficiency and profitability. In addition, Lamor may not necessarily be able to execute its strategy successfully due to, for example, market conditions, regulatory amendments, changes in demand for equipment and services, operational challenges or a failure in the management.

Lamor may also decide to adjust its business strategy in the future and/or adopt supplementary strategies in order to address changes in its operating environment, but there are no guarantees that such adjustments will be successful or that Lamor will successfully detect the need to adjust its strategy in a changing business environment in a timely manner.

If Lamor is unable to implement or adjust its business strategy successfully or it implements an unsuccessful strategy, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects, and as a result of this, Lamor may fail to reach its financial targets.

Lamor conducts a part of its business through associated companies and joint ventures, in which it has limited control, which may, among others, hinder Lamor's ability to make an associated company or a joint venture to act in Lamor's interests

Lamor conducts some of its business operations through associated companies and joint ventures in which it has limited control (for more information on Lamor's associated companies, see "*Business overview – Group structure*"). In addition to the present associated companies and joint ventures, Lamor may in the future also participate in other associated companies or joint ventures in order to conduct its business. For instance, in some countries, participation in tenders may require the founding of an associated company or a joint venture with a local operator. Furthermore, in some countries such as Kuwait, the executing of a project may require establishing a local company, and the joint venture to be established for the execution of the project shall be approved by the customer (for more information, see "*Business overview – Lamor's significant long-term service agreements – Kuwait – soil remediation projects*").

Lamor cannot fully control the business or property of the associated companies or joint ventures, and it cannot unilaterally make decisions concerning them. The decision-making procedures of Lamor's associated companies and joint ventures are often laid down in the shareholder agreements concluded between the parties to the associated companies or joint ventures. Lamor's limited control in the associated companies and joint ventures could restrict its ability to force an associated company or a joint venture to act in Lamor's interests and to refrain from acting against Lamor's interests.

In addition, Lamor's ability to divest itself of an associated company's or joint venture's operations on favourable terms may be limited, or the other party to the associated company or joint venture could attempt to exit or buy out Lamor from the joint venture or associated company. In some countries such as Kuwait, the liquidation of a joint venture involves a risk that the joint venture is liquidated effectively so that Lamor's counterparty does not have right to Lamor's revenue streams from that country in the future. Furthermore, it is not excluded that Lamor may be held accountable for the liabilities of its partner in a joint venture.

The risks described above could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects, for example, by hindering or preventing the execution of projects.

Lamor is exposed to a risk related to mergers and acquisitions

Lamor aims to develop and grow its business both organically and through business acquisitions, business divestments and other corporate arrangements (for more information, see "*Business overview – Lamor's strategy – Technological and international expansion of the business areas*"). Lamor may also use business acquisitions to acquire special expertise in a certain field to be included in Lamor's service offering. Business acquisitions involve obligations and risks related to their nature or value. For example, there are risks related to the integration of an acquired company that may prevent effective and well-functioning integration of the acquired business into Lamor. It is possible that the operating cultures and methods of acquired companies diverge materially from Lamor's operating cultures and methods. Problems in integrating acquired businesses could lead to, among other things, the synergies aimed for in the acquisitions not being realised as expected or at all. Problems in integration could also lead to key personnel at both the acquiring and the acquired company to decide to terminate their employment relationship. Failure in the integration of acquired businesses could also lead to inconsistent application of Lamor's strategy within the group and, consequently, to the unsuccessful execution of Lamor's strategy and a decrease in productivity.

There may also be challenges involved in finding suitable businesses to acquire, for example in situations where Lamor aims to expand into a new geographical area or to expand its offering through strategic business acquisitions. There can be no certainty that Lamor will find suitable business acquisition targets or be able to execute its planned business acquisitions. On the other hand, in situations where Lamor aims to divest a part or parts of its business, there is a risk that Lamor will not find a suitable buyer for the business operations. It is also possible that necessary permission will not be granted by the authorities for business acquisitions or divestments or that such transactions could have unexpected negative effects on Lamor's other operations.

Additionally, there are no guarantees that Lamor will be able to complete any business acquisition in the planned timetable, at the planned price and on favourable commercial terms or at all, or that the counterparty to a business acquisition will fulfil its obligations under the transaction to Lamor, or that the corporate transaction will not cause material adverse consequences for breaching the warranties and representations given by or given to Lamor. In addition, there is a risk that, in the due diligence process conducted in connection with corporate transactions, Lamor may not necessarily identify all the information that the Company would need from a financial, strategic or legal perspective to implement optimal solutions. Corporate transactions may lead to an increase in Lamor's indebtedness and to other liabilities and expose the Company to unidentified obligations and commitments, all of which cannot be identified in advance. Corporate transactions may also lead to legal proceedings and disputes. Expansion into new geographical areas through corporate transactions may also involve administrative, political, cultural and legal risks (see also "*Risks related to Lamor's operating environment – Political or economic uncertainty in certain countries may have a material adverse effect on Lamor's business through, among others, inconvenience of conducting business*").

If business acquisitions are not realised as planned or within the intended timetable or at all, or if any of the risks concerning business acquisitions presented above should materialise, this could weaken or delay the benefits expected from the business acquisitions or prevent them from being realised. This could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Obtaining adequate insurance cover may be challenging or expensive, and the materialisation of risks not covered by Lamor's insurance or the lack of insurance necessary in Lamor's operations could have a material adverse effect on Lamor's business

Lamor is exposed in its business operations to accident risks that include, but are not limited to, property damage risks, occupational health and safety risks, labour protection risks, environmental risks, fire risks and risks relating to natural disasters or phenomena (see also "*Risks related to Lamor's management and personnel – Lamor's business involves health and safety risks*"). Additionally, sudden and unexpected damage may occur in Lamor's operations due to human error or misconduct by the Company's employees or subcontractors. Lamor has prepared for accident risks with occupational health and safety regulations and guidelines, rescue plans and continuous monitoring and risk assessments, as well as supervision at different levels of the operations. However, there are no guarantees that the aforementioned preparation measures are sufficient.

Lamor also strives to protect itself from accident risks with insurance policies (for more information, see "*Business overview – Insurance*"). Lamor's insurance agreements include limited indemnification liability for the insurance companies in terms of the indemnified amounts and events. Lamor has not taken out insurance policies for certain types of losses that cannot be insured or for which insurance is not available at commercially reasonable terms. In its business operations, Lamor also needs project-specific separate insurances. Should Lamor fail to acquire insurance coverage required for the execution of projects, Lamor will not be able to participate in tenders for such projects. Further, Lamor is expanding its business, and it is committed to executing more large-scale projects than previously as a part of its expansion strategy. Lamor may not be able to estimate in advance the value of claims for compensation related to such large-scale projects, and due to this, it may fail to expand its insurance coverage appropriately in line with the expansion of its business and service offering and the increase of the scope of its projects. Due to this, the risk that the level of insurance coverage maintained by Lamor is insufficient increases in line with the expansion of the business. The Company's more extensive projects are also expected to increase the price of Lamor's insurance coverage, which will increase the costs incurred by Lamor for maintaining sufficient insurance coverage.

If any of the risks not covered by Lamor's insurance policies should materialise or Lamor fails to acquire project-specific separate insurances or expand its insurance coverage appropriately, it could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Severe or exceptional weather conditions and seasonal fluctuation in weather conditions could have an effect on Lamor's business through, among others, challenges in schedules

Weather conditions may have a significant impact on Lamor's business. Lamor operates on a global scale and in a wide variety of environments, and for this reason weather conditions may differ significantly. Various weather conditions may interrupt or materially delay Lamor's projects and also increase their expenses through, for example, the time and the cost of the time spent waiting for storms or heat waves to end. For example, cold and particularly snowy winters, exceptionally heavy rains, winds and storms at sea or particularly hot temperatures may cause problems and delays in the Company's operations. Lamor operates globally, for example, in regions where prolonged heat waves and, on the other hand, long rainy seasons may hamper and slow down the execution of projects. Heat waves, for example, affect the functioning of some technologies used by Lamor in its projects as well as the availability of labour. Furthermore, a significant part of Lamor's business consists of work conducted at sea, in which case winds and storms may hamper and slow down the execution of projects. Storms and waves not only pose an obstacle to seafaring and the usability of technologies, but they also make it more difficult to provide services for restoring damage that has occurred, as well as expand the damage that is to be restored.

When planning and scheduling projects, Lamor must take seasonal fluctuations in weather conditions into consideration, and therefore Lamor aims to time the implementing of projects to the period when the risk posed by weather conditions is as small as possible. However, this is not always possible, as particularly measures to remediate recent accidents must be implemented as soon as possible after the occurrence of the accident, and due to this, the execution of projects related to remediation of recent accidents cannot be scheduled in advance.

Severe and exceptional weather conditions may have a material adverse effect on the scheduling and profitability of Lamor's projects, and through this, on Lamor's business, financial position, results of operations and future prospects.

Problems in the availability of components and subcontractors and significant fluctuation in their prices, as well as the fluctuation of transport and manufacturing costs may have a material adverse effect on Lamor

Negative changes in the availability and market prices of the components and subcontractors Lamor uses in its business or in the transportation and production costs of Lamor's equipment could have a material adverse effect on the profitability of Lamor's business. The prices of components and the transportation and production costs of Lamor's equipment could increase significantly due to, for example, natural catastrophes and problems in Lamor's supply contracts or a global state of emergency, such as the coronavirus pandemic, or due to disruptions in supply chains caused by the aforementioned. As at the date of this Offering Circular, Lamor does not hedge against the risk of fluctuations in the prices of components using, for example, derivative contracts or other arrangements. Instead, Lamor mostly procures components as each project progresses and negotiates the prices of components when they are procured. Therefore, there is a risk that Lamor will fail in its negotiations concerning the prices of components, as a result of which Lamor's costs will become higher than it had estimated when pricing a project at the tendering stage. The risk is particularly highlighted when there is a long period between the submission of a tender and the start of the project, as is often the case with large-scale service projects.

In addition to its own employees, Lamor uses subcontractors in the execution of projects, and the latter produce components and provide certain parts of the project both in the service business and the equipment business (for more information, see "*Business overview – Lamor's partner network and subcontractors*"). Lamor mostly concludes project-specific agreements with the subcontractors it uses at the start of each project, and the Company has not historically entered into long-term master agreements with subcontractors. Therefore, there can be no certainty in advance that Lamor will always have access to the subcontractors it needs for a project. Lamor's industry requires the subcontractors supplying more complex components and project parts to possess special expertise, due to which it may be difficult to find a new replacement subcontractor quickly. For this reason, Lamor may be dependent in the short term on a certain subcontractor or a small number of subcontractors. Since Lamor often concludes project-specific agreements with its subcontractors, it also negotiates the prices of the components and project parts provided by the subcontractors when they are procured on a project and contract basis. Therefore, there is a risk that Lamor will fail in its price negotiations, as a result of which the costs of using subcontractors will become higher than Lamor had estimated when pricing a project at the tendering stage. The risk is particularly highlighted when there is a long period between the submission of a tender and the start of the project, as is often the case with large-scale service projects.

Any above risks related to the availability of components and subcontractors or fluctuation in their prices as well as to the transport and manufacturing costs of Lamor's equipment, if materialised, could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor is dependent on the availability of the equipment it needs

Lamor widely uses business-specific special equipment in its business, such as various oil skimmers, pumps, oil spill booms, special work boats, oil storage equipment and other tools for oil clean-up, as well as ordinary heavy machinery, such as excavators, trucks and airplanes (see also "*Business overview – Devices, equipment and machinery*"). Lamor owns a part of the equipment it uses and invests continuously in the key equipment needed in its business. However, the necessary special equipment can be expensive to procure, and its delivery times can be long. Therefore, there is no certainty that Lamor will be able to procure the equipment it needs sufficiently quickly or at all, which could lead to Lamor being unable to execute projects according to their timetable or at all. In addition, Lamor uses leased equipment in its operations particularly in the case of more conventional heavy machinery. While leased equipment is usually quite conventional and, due to this, its availability is generally good, the need for leased equipment may arise quickly, and there are no guarantees that Lamor will be able to procure the leased equipment it needs quickly enough and on commercially favourable terms, or at all.

If any of the risks related to the availability of equipment described above should materialise, it could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

The fluctuation of foreign exchange rates may have an adverse effect on Lamor

As at the date of this Offering Circular, Lamor operates in over 100 counties through its subsidiaries and associated companies and its partner and distribution networks. Lamor has subsidiaries and associated companies in 21 countries[11], and it carries out its business in all continents. In addition, Lamor aims to grow and expand its business significantly in the future (see also "*Business overview – Lamor's strategy – Technological and international expansion of the business areas*"). Since Lamor's reporting currency is the euro, it is exposed to the risk of fluctuations in exchange rates every time it makes or receives payments in a currency other than the euro. For Lamor, the most significant risk related to an individual currency is the fluctuation of the US dollar rate.

A significant proportion of Lamor's revenue is generated in countries where the risk of exchange rate fluctuation is particularly high. Such countries include, for example, Russia, China, South America and countries in the Middle East. In the Middle East, the agreements are denominated mainly in US dollars or related to US dollar. Should foreign exchange rates fluctuate significantly in these or other countries where Lamor operates, this could have an adverse effect on Lamor's business, results of operations, financial position and future prospects. The significance of this impact increases in line with each country's significance for the Company's revenue. Increased uncertainty in the global economy due to, for example, the ongoing coronavirus pandemic or other reasons may increase the risk of unfavourable fluctuations of foreign exchange rates. As at the date of this Offering Circular, Lamor has one foreign exchange rate forward contract covering a hedge of USD 15 million.

Fluctuations of foreign exchange rates also have an impact on Lamor through demand. If the foreign exchange rate changes significantly in a country where Lamor operates, this may have an effect on the price competitiveness of Lamor's equipment as compared to competitors' equipment or services produced and/or sold in another currency. For example, a significant decrease in the value of the currency in a certain market may render Lamor's equipment or services too expensive in this market, and as a result of this, demand may collapse quickly or cease completely. The materialisation of such an indirect risk related to foreign exchange rates could have a material adverse effect on Lamor's business, results of operations, financial position, and future prospects. The significance of this adverse effect increases in line with the share of the Company's revenue and costs in such a country where the fluctuation of foreign exchange rate has a negative effect on the demand for Lamor's equipment and services.

Problems in the operation of the information systems used by Lamor could have a material adverse effect on Lamor's business

Lamor's business is dependent on the proper functioning of the information systems and technologies it uses. Lamor's key information systems are related to tender calculation, project monitoring, quality management, environmental management, payroll, cash management and occupational health and safety (for more information, see "*Business overview – IT*"). There is no certainty that the information systems used by Lamor will not require repair measures or will not experience technical or other faults due to, for example, viruses, hacking, human error, power outages and other operating disturbances. Furthermore, some information systems used by the Company have been developed for the Company's

[11] All companies do not have significant business operations as at the date of this Offering Circular.

special needs, and due to this, finding information systems to replace them may be difficult. Therefore, Lamor may be dependent on certain information systems and their providers in the short term.

If Lamor is no longer able to use an information system, for example, due to the failure in the operation of the information system or discontinuation of the information system's support, it will be forced to replace its software with other software. The replacement of software could result in, for example, additional costs, downtime or disturbances in the operation of the information systems.

Significant disturbances in Lamor's information systems could lead to the loss of information that is vital for Lamor or, for example, to delays in financial reporting or cash transfers. As such, problems in the operation of information systems could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Risks related to the project-like nature of Lamor's business

Failure in project management could have a material adverse effect on Lamor's business through, among others, decrease in margins

Lamor is globally responsible for several demanding projects relating to environmental clean-up simultaneously, and furthermore, Lamor aims to expand its service business significantly in the near future (see "*Business overview – Lamor's strategy – Winning significant new long-term service agreements*"). Due to this, successful project management has a significant impact on the profitability of Lamor's business and the Company's future prospects. Projects involve technical and financial risks related to their planning, resourcing and execution, and efficient and appropriate project management requires, among other things, active executive functions, management of equipment and resources and monitoring of schedules and costs. Cost-effective management of several simultaneous projects requires Lamor to use efficient project management methods to ensure optimal and cost-effective execution of several technically demanding and large-scale projects at the same time. The utilisation of local subcontractors may also make project management more difficult, as Lamor cannot control the utilisation of their resources or their financial situation in full. The risk is highlighted also by the fact that the significant service contracts include terms regarding locality rate, which require extensive use of local resources, such as subcontractors, employees, equipment and materials (for more information on the significant service agreements, please see "*Business overview – Lamor's significant long-term service agreements*").

As Lamor expands its service business, it may fail in project management when it participates in the execution of increasingly more extensive and a larger number of projects simultaneously. Lamor may also fail in the estimation of a project's size in advance, as may be impossible to estimate reliably, for example, the size of environmental damage to be remedied in advance. The unpredictable size of projects creates challenges for project management. Failure in project management may have a material impact on the cost-effectiveness of the projects through, for example, allocation of personnel and equipment as well as adherence to targeted schedules. Failure to adhere to targeted schedules and the terms regarding locality rate may result in, for example, contractual sanctions or liability for compensation, as well as damage to reputation. Due to this, failures in project management may have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Failures in projects could have an impact on the future availability of projects and thus have a material adverse effect on Lamor's business and future prospects

Lamor's business is highly project oriented. In the equipment business, which accounted for 67 per cent of Lamor's revenue in 2020, the projects are shorter by their nature, and in the service business, which accounted for 33 per cent of Lamor's revenue in 2020, the projects are longer and larger, and they also involve larger risks related to their project-like nature. As at the date of this Offering Circular, Lamor has four significant long-term service agreements described in more detail in section "*Business overview – Lamor's significant long-term service agreements*". The service agreements have a high impact on Lamor's order backlog, and Lamor also aims to increase its service business and participate in tenders for similar large service agreements in the future. Due to the pronounced project-like nature of the activities and the long duration of the projects, the acquisition of projects, success in executing the projects and cost-effective execution of the projects are material for Lamor and particularly for the Company's future prospects. Should Lamor fail in the execution of large projects, this may result in a failure to strengthen its permanent presence in various geographical areas with significant service agreements as planned or endanger it.

As a result of failures in the execution of projects, Lamor could also lose environmental permits necessary for its operations and fail to acquire new references. Quality management systems developed for the delivery of extensive environmental services and recent references from previous projects are usually a precondition for acquiring new projects. Lamor believes that the four significant long-term service agreements mentioned above improve Lamor's capability to win tenders on corresponding large service agreements in the future. Accordingly, failures in these projects could have a significant negative impact on the targeted expansion of Lamor's service business. Should Lamor lose certificates or fail to obtain new references due to failures in projects, this may prevent it from participating in tenders on new projects or at least weaken Lamor's possibilities of winning tenders. A failure in acquiring new projects would impact on Lamor's ability to expand its service business as targeted.

Should any risk related to the failure of projects described above materialise, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects. Locally, the impact may even prevent the Company from maintaining a financially meaningful presence in the relevant geographical area.

Lamor's individual projects may be remarkably extensive and individual projects could have a significant impact on the profitability of Lamor's business

As at the date of this Offering Circular, Lamor has four significant long-term service agreements (for more information, see "*Business overview – Lamor's significant long-term service agreements*"). For example, from 1 January 2021 to 30 September 2021, EUR 247 million of new orders was recorded in the Company's order backlog. In the end of December 2020, the order backlog amounted to EUR 19.4 million and EUR 228.0 million in the end of September 2021. The most significant impact on the order backlog was with service projects in Saudi Arabia and Kuwait, which were recorded in the order backlog in April and July. In addition, Lamor aims to expand its service business and participate in tenders related to similar, significantly large, service agreements also in the future (for more information, see "*Business overview – Lamor's strategy – Winning significant new long-term service agreements*").

Remarkably large projects mainly involve the same risks as smaller projects, but the risks are remarkably extensive, and they may be concentrated, as the size of the risks increases in line with the size of the project. Larger projects also involve a more significant financial risk if a project is delayed or fails otherwise for reasons resulting from Lamor or irrespective of it. Furthermore, in large projects cash flow risks related to the timing of the payments made by the customers are emphasised when compared to smaller projects. In addition, the determination of possible liabilities may prove to be more challenging or expensive in large projects and particularly in projects executed using a consortium.

Large and challenging projects may also involve characteristic risks present in such projects only due to, for example, complex planning and project management, the utilisation of several subcontractors, the availability of essential resources and financing and safety aspects. A significant need for working capital is especially related to the beginning of new large projects, for which the Company should have existing sufficient working capital or, alternatively, be able to procure sufficient financing to finance the need for working capital. Also the costs related to the commencement of Lamor's new long-term service agreements have made Lamor's working capital situation challenging during the nine months ended 30 September 2021, however the situation has been solved by agreeing on longer terms of payment with subcontractors as well as increasing the use of the Company's financing facilities (see also "*Operating and financial review – Liquidity and capital resources – Liquidity – Sources of liquidity*"). The stronger balance sheet resulting from the Offering is expected for its part to enable the Company to make offers for new service projects and finance the need for working capital in the commencement phase of future projects, possibly won in the future, and guarantees. The profitability of individual large projects may have a significant impact on Lamor's profitability, and any breach of obligations related to such projects may result in significant costs or contractual liabilities. Problems faced in large projects due to, for example, failure in project management or delays, termination or cancellation could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor is dependent on its ability to procure guarantees required for projects

Lamor's customers typically require, for example, offer period guarantees as well as advance payment, work and delivery guarantees for projects executed by Lamor. Granting such guarantees to a customer is often the prerequisite for Lamor's ability to submit a tender for a new project. As at 30 September 2021 Lamor had for such guarantees, a guarantee facilities of EUR 37.0 million under which Lamor may be granted the project-specific guarantees it needs. However, the guarantee facilities do not oblige the issuer of the limit to provide a guarantee, but instead each guarantee requires specific approval by the issuer of the limit. For example, any previous negligence or failures by Lamor or, in particular, a deterioration of Lamor's solvency or financial position could lead to Lamor not being granted the guarantees it needs for executing new projects. This in turn could result in Lamor not being able to acquire new projects.

As such, failures in acquiring guarantees required for projects could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Failures in the preparation of project contracts or in project pricing could have a material adverse effect on the profitability of Lamor's projects

Lamor uses several different pricing models in its business. In the equipment business, the pricing is based on the targeted gross margin, and in the service business, the pricing is usually based on the operating profit and sometimes on the total budget. Historically, projects have also been priced based on time and material, where the customer pays for the project on the basis of costs, but invoicing based on time and material has mostly been replaced by other pricing models. In project contracts based on fixed unit prices, Lamor first estimates the time and resources needed for executing the project prior to submitting its offer, including the costs for equipment, raw materials and subcontractors, and prepares the cost estimate and schedule for the project on their basis. If Lamor fails in the preparation of the project timetable or the actual costs of the project are higher than what Lamor had estimated in the preparation of the project contract, this could have a considerable impact on the profitability of projects with fixed pricing, and thus on Lamor's results of operations. In addition, failures in the pricing of a project could result in projects being executed becoming financially unprofitable for Lamor.

In the service business, the customer usually determines the pricing model applied in the projects, and in the case of tendering, the customer always determines the pricing model. Therefore, Lamor is exposed to the risk of customers beginning to demand new pricing bases that are unfavourable for Lamor. In such a situation, Lamor may not necessarily succeed in responding to the altered market trend quickly enough, or at all, which could lead to Lamor not being able to participate in tendering for projects where such pricing bases are applied. It is also possible that Lamor will estimate the costs for the required components, equipment, machinery and workforce or subcontractors incorrectly when preparing its offer. If such prices change unfavourably for Lamor after it has priced an offer, the additional costs resulting from the change are borne by Lamor. This risk is particularly significant when there is a long period of time between the submission of an offer and the execution of the project, as often is the case with large service projects. In addition, it is possible that in the future customers will demand that other terms that are unfavourable for Lamor be included in project contracts. If, for example, the practices concerning compensation for indirect damage change significantly at the customers' insistence, it is possible that Lamor will be forced to commit to contractual terms that are unfavourable to it more often than before.

Failures in the preparation of project contracts or pricing of projects could have a material adverse effect on the profitability of Lamor's projects and through this, on Lamor's business, financial position, results of operations and future prospects.

Failure in the executing of a project in accordance with the customer's demands may have a material adverse effect on the result of Lamor's business through, among others, additional costs

Lamor's business is highly project-oriented and failures in executing a project in accordance with the customer's demands may result in additional costs or damage Lamor's reputation. Within its service business, Lamor offers services both for remediating already occurred damage and for preparedness. Within its equipment business, Lamor sells its customers various equipment used for oil recovery, waste management and water treatment.

In the case of services for remediating already occurred damage, executed within service business, Lamor may lose its right to receive payment for the services it has provided if it fails to deliver the agreed set of services. As a result of this, Lamor may not receive compensation for the activities it has already carried out and the expenses of the project exceed the compensations received from it.

In the case of services related preparedness and the equipment business, Lamor cannot hand over the project to the customer if it does not succeed in the technical execution of the project or delivery of the agreed equipment and supplies to the customer. In such a situation, before handing the project over Lamor must complete the necessary changes, deliver missing equipment and supplies, and carry out other necessary measures to ensure that the project corresponds to what was agreed. Such additional measures may incur significant additional costs to Lamor. In addition, this may result in delays in project deliveries, which can give rise to Lamor's contractual liability for compensation to the customer.

Failures in projects may have a significant financial impact on Lamor through, among others, additional costs, compensation liabilities incurred by Lamor or damage to reputation.

Failures in the scheduling of projects or in adhering to timetables could have a material adverse effect on the profitability of projects

Failures especially in the preparation of project schedules or in adhering to timetables could lead to project cost estimates being exceeded and to breaches of contract. If a project is delayed, Lamor may be forced to invest more resources than normal into the project to keep the delay from the timetable as short as possible. Such extra resources invested into a project or increase in costs due to a project delay could result in significant additional costs for Lamor. The risk may become pronounced when Lamor is executing several projects simultaneously. In addition, Lamor is expanding its business operations and as a part of its expansion strategy, it is committed to executing larger projects than before (for more information, see "*Business overview – Lamor's significant long-term service agreements*"). The risk of failure in scheduling projects may be pronounced when Lamor schedules larger projects than before.

Should Lamor estimate the time required for the execution of a project incorrectly, this may lead to Lamor's failure to execute the project within the agreed schedule and obligate Lamor to pay penalties for the delay to the customer. Failure to adhere to timetables could lead to a liability to compensate the customer that commissioned the project for damage or to contractual penalties. Failures in adhering to timetables in such projects could lead to significant financial damage, especially if the delay is long-lasting or the delayed project is exceptionally large or financially significant.

Failures in scheduling projects could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Risks related to Lamor's management and personnel

Lamor's business involves health and safety risks

Lamor's employees work in challenging environments, which are prone to hazards and workplace accidents. Lamor's employees also work outdoors and at sea in challenging conditions in tasks related to, for example, oil, soil and water clean-up. Conditions may be especially challenging either due to the terrain and/or difficult weather conditions. Some of the Company's employees also work in former war zones, which involve a risk of undetonated explosives left in the soil or water. Furthermore, the Company's employees work in industrial environments involving a risk of workplace accidents.

Lamor may be held liable for incidents and accidents occurring in projects. Potential incidents and accidents may have an adverse effect on Lamor's business and the wellbeing of its personnel. In addition, possible accident investigations carried out in cooperation with authorities may result in expenses and delays. Lamor's insurance premiums would increase if its accident frequency rate increases. Moreover, Lamor and its management and other employees could, as a result of accidents, face civil or criminal liability based on applicable legislation. Lamor's customers and potential customers also set high criteria on occupational safety and Lamor's contractual obligations often include customers' requirement relating to, for example, existing quality systems and certificates, and the agreements may also include sanctions for noncompliance with occupational safety requirements. In addition, occupational safety is often one of the quality criteria evaluated in tenders. Safety risks and accidents may damage Lamor's reputation and/or result in additional costs, even if Lamor did not cause the situation that led to the accident, and as such, make it more difficult to obtain new projects.

If any health and safety risk should materialise, it could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Failure in recruiting and committing competent key personnel and loss of key personnel may have an adverse effect on Lamor's business

Lamor's field of business requires its management, in particular, to possess special competence and expertise relating to Lamor's equipment and its services. Lamor recruits experts mainly from global markets. Due to the small number of experts, the recruitment processes may become prolonged, and recruiting overseas may further lengthen the process, which may lead to delays in, for example, the implementation of the Company's strategy and planned development of the business. In addition, a global presence requires a deep understanding of local culture and customs, and this may make the recruitment of new key employees more challenging. As the number of experts is quite limited in Lamor's field of business, there is competition for competent key employees.

The competence and experience of Lamor's key employees are significant factors for the development of the Company's business. As the development of the Company's business depends significantly on, in particular, the know-how of the Company's management, it is consequently highly dependent on the Company's ability to commit the present key employees to the Company and recruit new competent key employees in the future, as necessary. In particular, should several key employees leave the Company at the same time, this could cause delays in the implementation of the Company's strategy and planned development of its business.

To succeed in the recruitment of the industry's best experts and commit them to the Company, Lamor must maintain its position as an attractive employer. Lamor's reputation and ability to develop its service offering, business and financial position, as well as improve its awareness, are important factors in this respect. Negative publicity relating to, for example, any failure in Lamor's future plans, financial position, compliance with legislation or regulations or satisfying other obligations may damage Lamor's reputation among experts in the industry and as such, weaken Lamor's ability to recruit and commit competent key employees.

Should Lamor fail to recruit competent personnel or retain them in the service of the Company, these factors may have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor may be held liable for the errors or misconduct of its employees or the employees of the subcontractors it uses, and Lamor is responsible for its subcontractors' performance

When executing projects, Lamor uses its own employees and subcontractors (for more information, see "*Business overview – Lamor's partner network and subcontractors*"). Lamor is responsible for the performance of its subcontractors in the execution of projects. Therefore, Lamor is also exposed to the risk of sanctions due to negligence or misconduct committed by the subcontractors it uses, relating to, for example, compliance with the obligations set for the subcontractors, the quality of the subcontractors' work and adherence to timetables. Lamor may be held liable for any errors caused or negligence committed by its subcontractors even if Lamor had fulfilled all its obligations concerning the supervision of work performed by subcontractors or their personnel. Furthermore, it is possible that a subcontractor is unable to compensate for its errors, for example due to its insolvency, in which case Lamor may be unable to receive compensation from the subcontractor even if the division and terms of liability had been comprehensively agreed between Lamor and the subcontractor. In such a situation, Lamor may be forced to bear the liability for the subcontractor's error.

The errors of Lamor's own employees or its subcontractors can also cause unexpected and unforeseen damage to people or property of third parties, or environmental damage for example, due to incorrect handling of equipment or hazardous materials used in the operations. Such errors can incur unexpected and unforeseen additional expenses for Lamor, the amount of which could be very significant. A large part of Lamor's project business requires either organisation or project-specific permits, and damages caused in connection with the projects may result in the loss of such permits. The loss of permits could have a material adverse effect on Lamor's business operations, as the execution of projects is not possible without necessary permits.

The employees of Lamor or its subcontractors may also act in violation of applicable legislation, Lamor's guidelines or its policies, misuse confidential information or trade secrets that are material to Lamor's operations or divulge such information to third parties. Lamor's internal guidelines or policies and their supervision may prove insufficient for preventing or detecting misconduct on the part of employees or subcontractors.

Any errors or other negligence committed by Lamor's employees or subcontractors as well as non-compliance by subcontractors with their obligations or other negligence could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor's business involves working with substantially hazardous and harmful substances, and their inappropriate or careless handling or disposal may expose the Company to various compensations and claims

Handling materials which are hazardous and harmful to the environment is an integral part of Lamor's business operations. As such, Lamor's employees and subcontractors are required to work with hazardous and irritating substances, which may also cause health risks to the personnel. The handling of these dangerous and harmful substances also involves a risk of polluting the environment and environmental damage if they are not handled correctly (see also "*Legal and regulatory risks – Lamor is exposed to environmental risks in its operations*"). Lamor takes care of and is responsible for oil clean-up and water treatment and waste management, and its errors in, for example, the handling and disposal of harmful or hazardous materials, may result in liability for polluting the environment, environmental damage or occupational safety offences or crimes. Incorrect or careless handling or disposal conducted by Lamor's employees or subcontractors may expose the Company to various compensations or claims.

Incorrect or careless handling or disposal of hazardous or harmful materials could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Risks related to Lamor's financing and financial position

Lamor may face difficulties in obtaining financing with competitive terms and conditions or at all for the execution of its growth strategy or other purposes

Lamor's business requires a significant amount of working capital, which is typical for the industry, and Lamor is currently expanding its operations significantly, which will further increase Lamor's need for working capital. Achieving significant growth in the business will require investments in the development of business concepts and opening of new offices, even though the fixed costs of Lamor's business are partially scalable (for more information on investments, see "*Business overview – Investments*" and "*Operating and financial review – Internal factors*" – *Investments*"). Lamor's ability to finance its business depends on several factors, such as cash flows from operating activities, the Company's net indebtedness and the availability of new debt and equity financing, and there is no assurance that financing will be available with commercially reasonable terms and conditions, or at all.

Some factors relating to the availability of financing are beyond Lamor's control in part or entirely. For example, unfavourable development of the global economy and the resulting uncertainty in the financial market may have an adverse effect on Lamor's financing expenses or the general availability of financing. Possible fluctuations and uncertainty as well as other potential disturbances or unfavourable developments in the financial markets could limit Lamor's opportunities to raise financing and lead to, for example, weaker liquidity, which in turn could make it more difficult to obtain financing at low costs. As such, Lamor may not necessarily be able to obtain financing on favourable terms, at favourable costs or at all.

It is possible that Lamor could, at any time, face difficulties in obtaining financing, as a result of which it may not implement projects material to its expected growth as planned, which in turn could have an adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor may face problems in complying with the terms and conditions related to its financing arrangements

Some of Lamor's financing agreements include normal covenants related to certain financial key figures, among other things. For more information on covenants, see "*Operating and financial review – Liquidity and capital resources – Liquidity – Restrictions on the use of capital resources*". These covenants could impact on Lamor's financing in the future. The covenants could require renegotiation with finance providers if the covenants are breached, and there is no assurance that Lamor is able to comply with all terms and conditions of its financing agreements. Lamor's ability to fulfil these financial covenants could also be influenced by events beyond its control, such as changes in Lamor's markets, the debt and equity financing market, the general economic conditions and foreign currency exchange rates.

Furthermore, there are no guarantees that financial institutions will in the future accept the present terms and conditions of financing, or that Lamor will succeed in its negotiations with finance providers if the terms and conditions of the financing agreements are breached. In the future, financiers may stipulate financing terms and covenants as well as additional commitments or security, which in turn could impact Lamor's ability to obtain financing and place restrictions on its business operations. A breach of the covenants could also lead to an acceleration of existing financing. Financing available to Lamor may not necessarily be sufficient to repay accelerated debt.

If Lamor is unable to comply with the terms and conditions of its financing, or if obtaining financing in the future requires commitment to stricter terms than currently, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Interest rate fluctuations could have an adverse effect on Lamor's financial position or results of operations

Interest rates are currently at a historically low level, but there are no guarantees that they will remain at their present level over the long term. Changes in interest rates have a direct impact on both Lamor's financial expenses and its customers' investment decisions, and thus also on Lamor's cash flow from operating activities. A rise in interest rates would increase the financial expenses of Lamor and its customers. Therefore, higher interest rates would probably lower demand for services related to, in particular, precautionary activities and cleaning of already polluted land areas.

Changes in interest rates impact on Lamor's cash flows and the fair values of its debts and receivables. The interest rate risk arises mostly from long-term, variable rate loans. The majority of Lamor's interest-bearing debt is related to fulfilling the long-term financing needs of its business. As at the date of this Offering Circular, Lamor does not hedge against interest rate risks by means of, for example, interest rate swaps or other interest rate derivatives (for more information, see "*Operating and financial review – Financial risk management*"). All loans of Lamor from financial institutes were variable rate loans as at 30 September 2021. For the reasons presented above, a rise in market interest rates could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Lamor is exposed to the credit and counterparty risk through its receivables from customers and receivables related to resellers, distributors and financing brokers

Lamor is exposed to the credit risk related to, for example, unfinished projects and customer receivables as well as prepayments paid to suppliers. Any downturn in the economy could weaken the solvency of Lamor's contractual counterparties, which could have an adverse effect on Lamor's ability to collect its receivables in full or at maturity. If Lamor's counterparty becomes insolvent partly or in full, Lamor may lose its receivables partly or in full, or lose the expected benefits of agreements entered into with such counterparty. On the other hand, unfavourable timing of payments received on the basis of agreements with customers, or their delays may have a negative effect on Lamor's business. Lamor's credit loss and impairment of receivables amounted EUR 2.2 million for the year ended 31 December 2020 (EUR 1.5 million for the year ended 31 December 2019). Lamor did not have unexpected credit losses from 1 January 2021 to 30 September 2021. In total, Lamor's management estimates that the credit losses are at the same level if compared to comparative period. Lamor's receivables have been subject to an expected credit loss, which amounted to an aggregate of EUR 2.3 million as at 30 September 2021.

Should a counterparty to Lamor's financing agreements face financial difficulties in the future, this could limit the counterparty's ability, or render it unable to, honour the agreed loan arrangements or allow the withdrawal of deposits. To mitigate the counterparty risk related to financing operations, Lamor only enters into agreements with banks and other financial institutions that it considers creditworthy (for more information, see "*Operating and financial review – Financial risk management*"). If a counterparty becomes insolvent, Lamor may lose its deposits partly or in full. At the moment, Lamor does not hedge against credit and counterparty risks.

Should any credit or counterparty risk materialise, it could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Possible impairments on Lamor's tangible and intangible assets and investments could have an adverse effect on Lamor's financial position and results of operations

As at 30 September 2021, the non-current assets on Lamor's balance sheet included EUR 4.7 million in tangible assets, EUR 4.2 million in intangible assets, EUR 0.4 million in investments in other shares and goodwill of EUR 18.0 million (for more information, see "*Operating and financial review – Balance sheet information*"). Lamor tests its tangible and intangible assets for impairment annually on the balance sheet date as well as when events or changes in circumstances indicate that the value of a certain asset would be impaired. If the book value of an asset is higher than its estimated recoverable amount, its book value will be written down immediately so that it corresponds to the recoverable amount. The goodwill recognised on the balance sheet is also tested annually for impairment. If goodwill is written down as a result of an impairment test, this will lead to a decrease in Lamor's equity and thus impact Lamor's results of operations. If any impairments must be made on Lamor's assets, this could have a material adverse effect on Lamor's business, financial position, results of operations and future prospects.

Parent company's investments in subsidiaries and associated companies as well as long-term loan receivables from group companies and joint ventures has been valued at acquisition cost or lower value. The long-term revenue-generating capacity of the aforementioned items has been taken into account in the valuation. If the revenue-generating capacity of the subsidiaries become weaker, a risk of impairment may concern Lamor's investments in subsidiaries and associated companies as well as long-term loan receivables from group companies and join ventures, which will, if realized, impact on the parent company's equity and distributable assets.

Risks related to the Offering and the Listing

The Offering may not be fully subscribed or completed as planned or at all

It is possible that all of the Offer Shares will not be subscribed for in connection with the Offering or that the Offering is not executed at all due to, for example, insufficient demand, requirements set by Nasdaq Helsinki or other reasons. If the Offering does not result in a number of subscriptions for the Offer Shares satisfactory to the Company and the Sole Global Coordinator, the Offering will not be executed. Furthermore, if the Listing does not take place, the Offering will also be cancelled. For more information on the preconditions for the Offering, see "*Terms and conditions of the Offering – General terms and conditions of the Offering – Conditionality of the Offering and publication of the Completion Decision*". A delay of or failure in the Listing or the Offering may have a material adverse effect on Lamor's business, financial position, results of operations, future prospects and the value of the Company's Shares.

Should the Listing be cancelled, investors will not be able to make other investments with the subscription price they have paid until the subscription price has been refunded to the investor. For more information on the refund of the subscription price paid, see sections "*Terms and conditions of the Offering – Special terms and conditions concerning the Public Offering – Refunding of paid amounts*" and "*Terms and conditions of the Offering – Special terms and conditions concerning the Personnel Offering – Refunding of paid amounts*".

The Listing may be delayed or cancelled

In the view of Lamor's management, Lamor fulfils, as at the date of this Offering Circular, the requirements set for companies seeking a listing on the First North Premier marketplace, but there is no assurance that the Listing will be completed according to the Company's plans or at all. The Listing may fail due to, among other things, problems with the execution of the Listing, decisions by the authorities, requirements imposed by Nasdaq Helsinki or other factors, which Lamor has not been able to anticipate at the date of this Offering Circular, or which are beyond Lamor's control. It is also possible that Nasdaq Helsinki will not accept Lamor's application for listing, which could lead to a delay in or cancellation of the Listing as well as significant additional expenses and an additional administrative burden.

Should the Listing be cancelled, investors will not be able to make other investments with the subscription price they have paid until the subscription price has been refunded to the investor. For more information on the refund of the subscription price paid, see "*Terms and conditions of the Offering – Special terms and conditions concerning the Public Offering – Refunding of paid amounts*" and "*Terms and conditions of the Offering – Special terms and conditions concerning the Personnel Offering – Refunding of paid amounts*".

Lamor's Shares have not been subject to public trading on any regulated market or multilateral trading facility prior to the Listing; the price of the Shares may fluctuate, and an active and liquid market may not develop for them

Prior to the Listing, Lamor's Shares have not been subject to public trading on any regulated market or multilateral trading facility, such as First North Premier. Lamor intends to submit its application to Nasdaq Helsinki for listing the Shares on the First North Premier multilateral marketplace maintained by Nasdaq Helsinki. However, there are no guarantees that an active market for the Shares will emerge after the Listing, or that such a market can be maintained at all. Similarly, there are no guarantees of the future liquidity of the Shares. The shares of companies listed on a multilateral trading facility usually involve a higher risk than the shares of companies listed on a regulated market, and they usually have lower liquidity and weaker selling opportunities. The price of the shares in companies listed on a multilateral trading facility can also fluctuate more than the price of shares listed on a regulated market.

Following the Listing, the market price of the Shares may fluctuate significantly due to several factors, such as the market towards the Shares and Lamor's business and future outlook, as well as the general market conditions. Additionally, in the international financial markets, the prices and trading volumes of shares have occasionally experienced significant volatility regardless of the development of the companies' business or their future outlook. For example, a deterioration of general market conditions or a drop in the prices of securities comparable to the Shares could have an unfavourable effect on the value, demand and liquidity of Lamor's Shares. Furthermore, for a certain period of time after the Listing there has been considerable fluctuation in the prices of shares offered to the public for the first time, and this fluctuation has not necessarily been proportional to the companies' results of operations or future outlook. Such factors are beyond Lamor's control.

Moreover, it is possible that Lamor's business or future outlook could underperform the expectations of the market and investors, and any of these factors could, for its part, cause the price of the Shares to decline. Furthermore, there is no assurance that the market price of the Shares will not fall below the Subscription Price on First North Premier.

Companies listed on First North Premier are subject to limited regulation as compared to companies listed on regulated markets, and due to this, investing in such a company may involve more risks than investing in companies listed on regulated markets

First North Premier is a multilateral trading facility maintained by Nasdaq Helsinki. Companies listed on First North Premier are not subject to the exact same rules as companies listed on regulated markets, for example the official list of Nasdaq Helsinki, but instead the companies on First North Premier comply with limited regulation.

All the requirements of the Securities Markets Act concerning a regulated market, such as the provisions on the flagging obligation or the obligation to launch a takeover bid, do not apply to the shares accepted for trading on First North Premier. As a result of the aforementioned and other differences in regulation, the rights and obligations of the First North Premier companies and their shareholders differ from the rights and obligations of companies traded on a regulated market. Therefore, investing in a company listed on First North Premier may contain more significant risks than investing in companies listed on regulated markets.

As a result of the Listing, Lamor will incur additional costs and new obligations with costs; Lamor may also fail to comply with the new obligations

Lamor aims to submit a listing application to Nasdaq Helsinki for listing the Shares on the First North Premier marketplace maintained by Nasdaq Helsinki. In addition to the one-time costs related to the Listing, Lamor will incur administrative costs as a consequence of the Listing. After the Listing, Lamor will be required to comply with regulatory requirements applied to companies whose shares are subject to trading on First North Premier marketplace. The requirements relate, for example, to governance, planning, disclosure and control systems, the Finnish Corporate Governance Code as well as financial reporting under the IFRS, and Lamor must allocate personnel and other resources for these purposes. While the Company's management believes that Lamor satisfies all the requirements placed on companies listed on First North Premier, there can be no assurance that Lamor will be able to fulfil all of its new obligations. Failure in satisfying the requirements placed on companies listed on First North Premier may result in, for example, administrative sanctions or erode the confidence of investors and other stakeholders in the Company. Increased costs resulting from the Listing or problems related to satisfying the requirements concerning companies listed on First North Premier may have a material adverse effect on Lamor's business, financial position, results of operations, future prospects and the value of Lamor's Shares.

Subscriptions cannot be cancelled or amended and an amount of Offer Shares equivalent to the commitment may not necessarily be allocated to the investors

Subscriptions for the Offer Shares made in the Public Offering are binding and they cannot be cancelled or amended after they have been made, except in the situations described in "*Terms and conditions of the Offering – General terms and conditions of the Offering – Cancellation of Commitments*". The Company decides on the allocation of the Offer Shares to be offered for investors in the Public Offering in connection with decision concerning the execution of the Offering. The Company decides on the procedure to be followed in the event of potential oversubscription. The Commitments may be approved or rejected in whole or in part, in which case the amount of Offer Shares allocated to the investors may not necessarily be equivalent to the commitment.

The Offer Shares subscribed for in the Public Offering shall be paid for in connection with the subscription, unless provided otherwise in the terms and conditions of the Offering. Therefore, investors must make their investment decision at a time when the final outcome of the Offering and the final allocation are not yet known.

Risks related to the Shares

The major shareholder may sell a significant part of the Shares held by it, which may have an adverse impact on the market price of Lamor's Shares and lead to other negative effects for Lamor or its shareholders

Prior to the Offering, the largest shareholder of Lamor is Larsen Family Corporation Oy, which is expected to remain as Lamor's largest shareholder after the Offering. There can be no assurance that Larsen Family Corporation Oy or any other significant shareholder of Lamor will not strive to dispose of some or all its Shares in Lamor immediately after the lock-up period expires or later.

The decision of Larsen Family Corporation Oy or any other major shareholder of Lamor to sell a significant number of their Shares in Lamor, or any perception that such sales may be carried out, may have an adverse impact on the market value of the Shares.

Lamor's major shareholders may have significant influence on the management of Lamor, and the interests of the major shareholders may differ from the interests of the minority shareholders

As at the date of this Offering Circular, Larsen Family Corporation Oy, which is controlled by Fred Larsen, holds 49.79 per cent of Lamor's issued and outstanding Shares and Fred Larsen holds 5.58 per cent of Lamor's issued and outstanding Shares. Immediately after the Offering, Larsen Family Corporation Oy will hold 36.36 per cent and Fred Larsen will hold 4.08 per cent of Lamor's issued and outstanding Shares assuming that the Over-Allotment Option (as defined in the terms and conditions of the Offering) is not used (32.32 per cent and 4.08 per cent of issued and outstanding Shares assuming that the Over-Allotment Option is used) and that Lamor will issue 7,266,253 New Shares.

The interests of Fred Larsen, Larsen Family Corporation Oy and Lamor's other major shareholders may sometimes differ from the interests of other shareholders. The significant resolutions to be taken at Lamor's General Meetings include, among others, adopting the financial statements, discharging the management of Lamor from liability, deciding on the distribution of distributable assets and dividend payment, and election of the members of the Board of Directors and the auditor. It is possible that after the Listing, Fred Larsen may have de facto control over the decisions referred to above, among others. This may have a material adverse effect on the position of other shareholders of Lamor.

Further, concentration of ownership may also delay or prevent change of control in Lamor, hinder Lamor's shareholders' opportunity to receive a premium for their Shares in connection with a sale of Lamor and have an adverse effect on the market price and liquidity of the Shares.

The amount of dividends or other capital repayments, to be distributed from any financial year, is uncertain and Lamor may not necessarily distribute any dividends or make capital repayments at all

Lamor's ability to pay dividends in the future is dependent on several factors, such as the Company's results, financial position, capital requirements and the provisions of applicable legislation governing the distribution of profits. The distribution of dividends and other unrestricted distributable funds are based on the discretion of Lamor's Board of Directors and depend ultimately on the resolution of Lamor's General Meeting of Shareholders, financial resources, retained earnings, estimated financial needs, Lamor's financial position, results of operations, the terms of loan agreements which bind Lamor, the provisions of the Finnish Companies Act (624/2006, as amended) (the "**Companies Act**") and other similar factors.

According to the Companies Act, the amount distributed by the company as dividends may not exceed the amount of distributable funds shown on the last audited financial statements approved by the General Meeting. The distribution of dividends is not permitted if it is known, or it should be known that the company is insolvent, or the distribution would make the company insolvent. Due to this, Lamor's Board of Directors must ensure that the Company's solvency is maintained prior to any decision on the distribution of dividends. Furthermore, there can be no assurance that the Company will distribute any dividends or make capital repayments in the future. See also "*Operating and financial review – Dividends and dividend policy*" and "*Shares and share capital – Shareholder rights – Dividends and other distribution of funds*".

Future issues, sales or other assignments of Shares may have an effect on the value of the Offer Shares or dilute the shareholders' relative holding and voting rights

Issues or sales of Lamor's Shares or the perception that such issues or sales may be executed in the future could have an adverse effect on the market value of the Shares and on Lamor's ability to obtain equity financing in the future. Furthermore, should Lamor need equity financing through new share issues or otherwise in addition to debt financing, Lamor may possibly be forced to arrange new share issues in which shareholders will be given subscription rights, or directed issues deviating from the shareholders' pre-emptive subscription rights, provided that a General Meeting of the shareholders of Lamor authorises the Company's Board of Directors to execute such share issues. Directed share issues may also be arranged, for example, in connection with Lamor's incentive schemes, as a part of acquisitions or for other reasons if, in accordance with the Companies Act, the Company has a weighty financial reason for a directed share issue.

Directed share issues and share issues including pre-emptive subscription rights in which a shareholder does not participate or only participates in part, will dilute the relative shareholding of such shareholder in the Company.

Certain foreign shareholders may not necessarily be able to exercise their subscription rights or other shareholders' rights

Under the Companies Act, shareholders have pre-emptive rights in proportion to their holdings when Lamor issues new shares or securities entitling to subscription for new shares, unless the resolution to issue new shares provides otherwise. Certain shareholders of Lamor who live, or whose registered address is located in, certain countries other than Finland, including shareholders in the United States, may not necessarily be able to exercise subscription rights in any possible future share issues, unless the shares then offered have been registered in accordance with the securities legislation of the relevant jurisdiction, or unless a derogation from the registration or other equivalent regulations provided in the applicable legislation is available. No assurances can be given that local requirements will be met to enable the exercise of such holders' pre-emptive rights or participation in any other offering or sales offer. This may lead to the dilution of such shareholders' ownership in the Company or to potential tender offers not being made to shareholders in certain countries. A foreign shareholder's right to have access to information concerning share issues may also be restricted due to the legislation of the relevant jurisdiction.

Nominee-registered shareholders may not be able to use their voting rights

Shareholders who are not Finnish natural or legal persons and manage their Shares through a so-called nominee register may not necessarily be able to exercise their shareholder rights through the management chain. Owners of nominee registered Shares cannot use their voting rights directly in a General Meeting, unless the owner of the nominee registered Shares is temporarily registered in Lamor's shareholder register at the latest on the date specified in the notice of the General Meeting. As such temporary registration requires actions by the asset manager and the account operator used by the asset manager in addition to the shareholder, the registration may not succeed in the applicable time frame.

Investors with a home currency other than the euro will become subject to certain foreign exchange risks when investing in the Offer Shares

The Offer Shares will be priced and traded on First North Premier marketplace in euros. Furthermore, possible dividends based on the Company's Shares will be paid in euros in the future. Due to this, fluctuation in the value of the euro affects the value of possible dividends and other distributions of unrestricted equity if the investor's main or base currency differs from the euro. In addition, the market price of the Company's Shares in other currencies than the euro fluctuates in part due to changes in exchange rates. This can affect the value of the Company's Shares and possible dividends paid on them if the investor's main or base currency is not the euro.

PERSONS RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE OFFERING CIRCULAR

Lamor

Lamor Corporation Plc
Business identity code: 2038517-1
Domicile: Porvoo, Finland
Registered address: Rihkamatori 2, FI-06100 Porvoo, Finland

RESPONSIBILITY STATEMENT

This Offering Circular has been prepared by Lamor Corporation Plc and Lamor Corporation Plc accepts responsibility regarding the information contained in this Offering Circular. Lamor Corporation Plc declares that to the best of its knowledge, the information contained in the Offering Circular is in accordance with the facts and that the Offering Circular makes no omission likely to affect its import.

CERTAIN ADDITIONAL INFORMATION

Information about Lamor

The business name of Lamor is Lamor Corporation Plc (until 1 November 2021 Lamor Corporation Ab). Lamor is a limited company incorporated in Finland, and it is organised under the laws of Finland. Lamor is registered in the Trade Register upheld by the Finnish Patent and Registration Office (the "**Trade Register**") under the business identity code 2038517-1. Lamor was registered in the Trade Register on 23 May 2006. Lamor's legal entity identifier code (LEI) is 7437003R88R5QOCMFQ82. Lamor is domiciled in Porvoo, Finland and its registered address is Rihkamatori 2, FI-06100 Porvoo, Finland, and its telephone number is +358 20 765 0100.

According to Section 2 of Lamor's Articles of Association the Company's line of business is the development, manufacturing, sales and lease of oil spill response equipment and other equipment relating to oil and activities related thereto as well as consulting, education, development of environmental protection programmes and financing models relating to the industry and other environmental protection activities. The Company may trade in securities, own and lease real estate as well as supply raw materials. The Company may conduct its business directly and through branches, subsidiaries and associated companies. The Company may establish branches, subsidiaries and associated companies also abroad.

Third-party information

This Offering Circular contains statistics, data and other information relating to the markets, market sizes, market shares, market positions and other information relating to Lamor's business, markets, industry and economy. The information is derived from several sources. Where certain information, such as market information and market outlook, contained in this Offering Circular has been derived from third-party sources, such sources have been identified therein and Lamor deems them to be reliable.

Lamor confirms that any third-party information has been accurately reproduced and that, as far as Lamor is aware and has been able to ascertain from information published by such third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. However, as Lamor does not have access to the underlying information, assumptions or presumptions of the market studies or to the statistical data or economic indicators followed by the third-party studies, Lamor cannot give any assurances as to the appropriateness of such information. Furthermore, third-party market studies are frequently based on information and assumptions that may not be exact or appropriate, and their methodology is by nature forward looking and speculative. Therefore, changes in the assumptions and their premises on which third-party market studies are based, could have a significant influence on the analyses and conclusions made.

Should this Offering Circular contain market data or market estimates in connection with which no source has been presented, such market data or market estimate is based on the estimates of Lamor's management. Where information on Lamor's markets or Lamor's competitive position therein is provided expressly according to Lamor's management in this Offering Circular, such assessments have been made by Lamor's management on the basis of information available to Lamor's management. However, Lamor cannot guarantee that any of the statements given by Lamor's management or statements included in the reports it has commissioned give an accurate description of the market size or growth, market segments or Lamor's market position.

Competent authority approval

This Offering Circular is an unofficial English-language translation of the Finnish Prospectus. The Finnish Prospectus has been approved by the FIN-FSA as the competent authority under the Prospectus Regulation on 24 November 2021. The FIN-FSA has only approved the Finnish Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the FIN-FSA on the Finnish Prospectus shall not be considered as an endorsement of the issuer that is the subject of the Finnish Prospectus and investors shall make their own assessment as to the suitability of investing in the securities. The journal number of the FIN-FSA's approval decision of the Finnish Prospectus is FIVA 74/02.05.04/2021.

No incorporation of website information

The contents of Lamor's website (at www.lamor.com) or any other website, excluding this Offering Circular, the documents incorporated by reference to this Offering Circular and possible supplements to the Offering Circular, do not form a part of this Offering Circular. The information on such websites has not been scrutinised or approved by the FIN-FSA. Prospective investors should not rely on such information in making their decision to invest in the Shares.

Information available in the future

Lamor shall publish its annual reports, including the report of its Board of Directors and its audited consolidated financial statements, interim reports and other information as well as company releases as required by the regulation of the European Parliament and of the Council on market abuse ((EU) No 596/2014, as amended, "**MAR**"), the Securities Market Act, the Nasdaq Nordic Main Market Rulebook for Issuers of Shares ("**Rules of Nasdaq Helsinki**") and Nasdaq First North Growth Market – Rulebook ("**First North Rules**") in Finnish and in English.

Forward-looking statements

This Offering Circular includes forward-looking statements which are not historical facts but statements regarding future expectations instead. These forward-looking statements include without limitation, those regarding Lamor's future financial position and results of operations, Lamor's strategy, objectives, future developments or regulatory changes in the markets in which Lamor operates or intends to operate. In some cases, forward-looking statements can be identified by terminology such as "aim," "anticipate," "believe," "continue," "could," "estimate," "expect," "forecast," "guidance," "intend," "may," "plan," "potential," "predict," "projected," "should" or "will" or the negative of such terms or other comparable terminology.

By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance and are based on numerous assumptions. Lamor's actual results of operations, including Lamor's financial position and liquidity and the development of the industries in which Lamor operates, may differ materially from (and be more negative than) those made in, or suggested by, the forward-looking statements contained in this Offering Circular. In addition, even if Lamor's historical results of operations, including Lamor's financial position and liquidity and the development of the industries in which Lamor operates, are consistent with the forward-looking statements contained in this Offering Circular, those results or developments may not be indicative of results or developments in subsequent periods.

Forward-looking statements are set forth in a number of places in this Offering Circular, including in the sections "*Business overview*", "*Market and industry review*", "*Operating and financial review*" and wherever this Offering Circular includes information on the future results, plans and expectations with regard to Lamor, the future growth and profitability of Lamor and the future general economic conditions to which Lamor is exposed.

Availability of the Finnish Prospectus and the Offering Circular

The Finnish Prospectus will be available on or about on 24 November 2021 on the following websites:

- Lamor's website at sijoittajat.lamor.com/listautuminen;
- website of the Sole Global Coordinator at www.danskebank.fi/lamor; and
- Nordnet Bank AB's website at www.nordnet.fi/fi/lamor.

This Offering Circular will be available on or about on 24 November 2021 on the following websites:

- Lamor's website at investors.lamor.com/ipo; and
- website of the Sole Global Coordinator at www.danskebank.fi/lamor-en.

The FIN-FSA has not approved this Offering Circular.

Presentation of financial and certain other information

Historical financial information

Lamor has prepared its first audited consolidated financial statements in accordance with the International Financial Reporting Standards ("**IFRS**") accepted for use in the European Union as at and for the year ended 31 December 2020. The consolidated IFRS financial statements include unaudited comparative figures as at and for the year ended 31 December 2019 and the unaudited opening IFRS balance sheet as at the transition date of 1 January 2019. Lamor's audited consolidated financial statements as at and for the years ended 31 December 2019 and 31 December 2018 have been prepared in accordance with the Finnish Accounting Standards ("**FAS**").

The selected financial information presented in the Offering Circular has been derived from Lamor's unaudited interim financial report as at and for the nine months ended 30 September 2021, prepared in accordance with "*IAS 34 – Interim Financial Reporting*" and on which a review of historical financial information has been performed, including unaudited comparative figures as at and for the nine months ended 30 September 2020, Lamor's audited consolidated financial statements as at and for the year ended 31 December 2020 including unaudited comparative figures as at and for the year ended 31 December 2019, and which have been prepared in accordance with IFRS and Lamor's audited consolidated financial statements as at and for the years 31 December 2019 and 31 December 2018 which have been prepared in accordance with FAS.

Lamor's unaudited interim financial report as at and for the nine months ended 30 September 2021 including unaudited comparative figures as at and for the nine months ended 30 September 2020, audited consolidated financial statements as at and for the year ended 31 December 2020 including audited comparative figures as at and for the year ended on 31 December 2019, audited consolidated financial statements as at and for the year ended 31 December 2019 prepared in accordance with FAS and audited consolidated financial statements 31 December 2018 prepared in accordance with FAS, have been incorporated in this Offering Circular by reference.

Save for Lamor's audited consolidated financial statements as at and for the years ended on 31 December 2020, 31 December 2019 and 31 December 2018 incorporated by reference to this Offering Circular, no part of this Offering Circular has been audited. A review of historical financial information has been performed on Lamor's unaudited interim financial report as at and for the nine months ended 30 September 2021.

Auditors

The Annual General Meeting of Lamor elects the Company's auditor. Pursuant to Lamor's Articles of Association, the auditor shall be an audit firm authorised by the Finnish Patent and Registration Office. The auditor's term of office commences from the General Meeting deciding on the auditor's election and ends at the close of the next Annual General Meeting. The Annual General Meeting decides on the remuneration of the auditor.

Lamor's consolidated financial statements as at and for the year ended on 31 December 2020 including unaudited comparative figures as at and for the year ended on 31 December 2019 as well as the consolidated financial statements for the years ended 31 December 2019 and 31 December 2018 have been audited by Ernst & Young Oy with Authorised Public Accountant Juha Hilmola as the responsible auditor. Lamor's Annual General Meeting held on 29 June 2021 elected Authorised Public Accountants Ernst & Young Oy as the auditor of the Company for a term ending at the close of the Annual General Meeting of 2022. Ernst & Young Oy has appointed Juha Hilmola, Authorised Public Accountant, as the responsible auditor. Juha Hilmola is registered in the auditor register in accordance with Chapter 6, Section 9 of the Finnish Auditing Act (1141/2015, as amended).

Alternative performance measures

This Offering Circular includes certain performance measures that are not indicative figures of historical financial performance, financial position or cash flows as defined or designated in IFRS in accordance with the guidelines issued by the European Securities and Markets Authority ("**ESMA**"), "*Alternative Performance Measures*", and are therefore considered alternative performance measures ("**Alternative Performance Measures**"). Lamor believes that alternative performance measures provide meaningful supplemental information to the financial measures presented in the consolidated financial statements prepared in accordance with IFRS and increase the understanding of the profitability of Lamor's operations. Alternative performance measures are not accounting measures defined or specified in IFRS and, therefore, they are considered non-IFRS measures, which should not be viewed in isolation or as a substitute to the IFRS financial measures. Lamor presents the following alternative performance measures: EBITDA and EBITDA margin -%, adjusted EBITDA and adjusted EBITDA margin -%, operating profit (EBIT) and operating profit (EBIT) margin -%, adjusted operating profit (EBIT) and adjusted operating profit (EBIT) margin -%, equity ratio -%, net gearing -%, orders received, order backlog, operative capex and M&A capex.

Alternative Performance Measures are unaudited.

Rounded figures

The figures presented in this Offering Circular, including the financial information, have been rounded. Accordingly, in certain instances, the sum of the numbers in a column or row may not conform exactly to the total amount given for that column or row.

IMPORTANT DATES

Event	Date
The subscription period for the Public Offering, the Institutional Offering and the Personnel Offering commences	25 November 2021 at 10:00 a.m.
The subscription periods for the Public Offering and the Personnel Offering end	2 December 2021 at 4:00 p.m.
The subscription period for the Institutional Offering ends	7 December 2021 at 11:00 a.m.
The results of the Offering will be announced	On or about 7 December 2021
The Offer Shares allocated in the Public Offering and the Personnel Offering will be recorded in the book-entry accounts of the investors	On or about 8 December 2021
Trading in the Shares on First North Premier is expected to commence	On or about 8 December 2021
The Offer Shares allocated in the Institutional Offering will be ready to be delivered against payment through Euroclear Finland	On or about 10 December 2021

ESSENTIAL INFORMATION ON THE OFFERING

Reasons for the Offering

Lamor intends to submit its application to Nasdaq Helsinki for listing the Shares on First North Premier.

Through the Offering, Lamor aims to improve its abilities to execute its strategy for profitable growth and to bring financial flexibility for the development of its operations. The Listing is also expected to increase awareness and brand recognition of Lamor among customers, business partners, employees and investors and, thus, improve the Company's competitiveness. In addition, the Listing would allow the Company an access to capital markets and to expand its owner base with domestic and international investors thus improving the liquidity of the Shares. The increased liquidity would also allow Lamor to use the Shares more efficiently as consideration in potential acquisitions and in personnel remuneration.

Use of proceeds

Lamor aims to raise gross proceeds of approximately EUR 35 million by offering preliminarily a maximum of 7,266,253 New Shares for subscription at a Subscription Price of EUR 4.83 per New Share. Lamor estimates the charges, fees and expenses to be paid by Lamor in connection with the Offering to amount to approximately EUR 3 million assuming that the Company issues 7,266,253 New Shares at the Subscription Price and that the discretionary fee is paid in full as a result of which Lamor estimates to receive net proceeds of approximately EUR 32 million from the Offering. Lamor receives no proceeds from potential sale of the Additional Shares.

Lamor intends to use the net proceeds from the Offering to strengthen its capital structure. Strengthening of the capital structure will improve Lamor's capabilities to implement its growth strategy through financing of new larger projects, investments in technologies and expansion of the geographical network.

Working capital statement

According to the estimate of Lamor's management, the working capital available to Lamor is sufficient for 12 months as at of the date of this Offering Circular.

CAPITALIZATION AND INDEBTEDNESS

The following table sets forth Lamor's (i) capitalisation and indebtedness as at 30 September 2021 on an actual basis based on Lamor's unaudited interim financial information and (ii) capitalisation and indebtedness as at 30 September 2021 adjusted with net proceeds of approximately EUR 32 million from the Offering. The adjusted figures in the table shall be read with notice of the fact that there is uncertainty as to the materialisation of the Offering. The following table shall be read in conjunction with sections "*Risk factors*" and "*Selected financial information*", as well as the audited consolidated financial statements and the unaudited interim financial information incorporated in this Offering Circular by reference.

	As at 30 September 2021	**As at 30 September 2021 Adjusted**
	(IFRS)	
(EUR million)	(unaudited)	
CAPITALISATION		
Current interest-bearing liabilities		
Guaranteed / secured	16.8	16.8
Unguaranteed / Unsecured	0.0	0.0
Current interest-bearing liabilities, total	**16.8**	**16.8**
Non-current interest-bearing liabilities		
Guaranteed / secured	13.5	13.5
Unguaranteed / unsecured	0.0	0.0
Non-current interest-bearing liabilities, total	**13.5**	**13.5**
Total liabilities	**30.3**	**30.3**
Equity		
Share capital	3.9	3.9
Translation differences	0.0	0.0
Reserve for invested unrestricted equity	12.4	44.4
Retained earnings	12.2	12.2
Equity attributable to equity holders of the parent	**28.5**	**60.5**
Non-controlling interests	0.8	0.8
Equity, total	**29.3**	**61.3**
Equity and interest-bearing liabilities, total	**59.6**	**91.6**
NET INDEBTEDNESS		
Cash and cash equivalents	2.4	34.4
Liquidity (A)	**2.4**	**34.4**(1)
Current interest-bearing liabilities		
Interest-bearing loans and borrowings	14.6	14.6
Lease liabilities	2.2	2.2
Current interest-bearing liabilities, total (B)	**16.8**	**16.8**
Current net indebtedness (C = B - A)	**14.5**	**-17.5**
Non-current interest-bearing liabilities		
Interest-bearing loans and borrowings	10.1	10.1
Lease liabilities	3.4	3.4
Non-current interest-bearing liabilities, total (D)	**13.5**	**13.5**
Net indebtedness, total (C+D)	**28.0**	**-4.0**

(1) Expenses related to the Offering and the Listing amount in aggregate to approximately EUR 3 million calculated from gross proceeds of approximately EUR 35 million of the Offering. The Company's cash and cash equivalents has been adjusted with

the projected expenses related to the Listing i.e., approximately EUR 3 million. In addition, equity has been adjusted with the amount of projected expenses related to the Listing i.e., approximately EUR 3 million. The impact of taxes has not been taken into account in the adjustments.

After 30 September 2021, the Company has drawn equity loan in the amount of EUR 1.5 million from the State Treasury, and it can still draw a total of EUR 2.5 million subject to certain terms and conditions.

Off-balance sheet liabilities have been described further in the section "*Operating and financial review – Balance sheet information – Off-balance sheet liabilities*" of this Offering Circular.

TERMS AND CONDITIONS OF THE OFFERING

The term "subscription" refers in the following to an investor's offer or commitment to subscribe for or purchase Offer Shares (as defined below) in the Offering (as defined below), and investors may be allocated either New Shares (as defined below) or Additional Shares (as defined below). Similarly, the terms "subscriber", "subscription period", "subscription place", "subscription price" and "commitment" (and other similar terms) refer to both the New Shares (as defined below) and the Additional Shares (as defined below).

General terms and conditions of the Offering

General

Lamor Corporation Plc, a public limited liability company incorporated in Finland (the "**Company**"), aims to raise gross proceeds of approximately EUR 35 million by offering preliminarily a maximum of 7,266,253 new shares in the Company (the "**New Shares**") for subscription (the "**Offering**"). Unless the context indicates otherwise, the New Shares and the Additional Shares (as defined below) are together referred to herein as the "**Offer Shares**".

The Offer Shares may represent up to approximately 27.0 per cent of the issued and outstanding shares in the Company (the "**Shares**") after the Offering, assuming that the Company will issue the preliminary maximum number of New Shares in the Offering and that the Over-Allotment Option (as defined below) will not be exercised (approximately 31.0 per cent of the Shares, assuming that the Company will issue the preliminary maximum number of New Shares in the Offering and that the Over-Allotment Option will be exercised in full). As a result of the Offering, the number of issued and outstanding Shares in the Company may increase to up to 26,944,853 Shares assuming that the Company issues 7,266,253 New Shares in the Offering.

The Offering consists of (i) a public offering to private individuals and entities in Finland (the "**Public Offering**") and (ii) an institutional offering to institutional investors in Finland and, in accordance with applicable laws, internationally outside the United States (the "**Institutional Offering**") as well as (iii) personnel offering to the Company's Personnel (as defined below) (the "**Personnel Offering**"). Depending on the demand, the Company may reallocate Offer Shares between the Public Offering, the Institutional Offering and the Personnel Offering as described in more detail in the special terms and conditions of the Public Offering, the Institutional Offering and the Personnel Offering.

Offer Shares will be offered in the Offering outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**") and otherwise in compliance with the said regulation. The Shares (including the Offer Shares) have not been registered and they will not be registered under the U.S. Securities Act or under the securities laws of any state of the United States and, accordingly, will not be offered or sold, directly or indirectly, in or into the United States (as defined in Regulation S), unless an exemption from the registration requirements of the U.S. Securities Act is applicable and applicable securities laws of states of the United States are complied with.

The terms and conditions of the Offering comprise the general terms and conditions of the Offering as well as the special terms and conditions of the Public Offering, the Institutional Offering and the Personnel Offering.

Offering

The shareholders of the Company resolved by a unanimous decision on 15 November 2021 to authorise the Board of Directors of the Company to resolve on an issue of up to 15,000,000 new shares in the Company. Based on this authorisation, the Board of Directors of the Company resolved on 23 November 2021 to preliminarily issue New Shares in the Offering. The Company's Board of Directors is expected to resolve, on or about 7 December 2021, on the final number of New Shares aiming to raise gross proceeds of approximately EUR 35 million with the Offering.

The New Shares are being offered in deviation from the shareholders' pre-emptive subscription right in order to enable the listing of the Shares on the First North Growth Market Finland Premier segment ("**First North Premier**") of Nasdaq Helsinki Ltd ("**Nasdaq Helsinki**") (the "**Listing**"). The payment made to the Company for the approved subscriptions of New Shares will be recorded in its entirety in the reserve for invested unrestricted equity and thus, the Company's share capital will not increase in connection with the Offering.

Sole Global Coordinator and subscription place

Danske Bank A/S, Finland Branch ("**Danske Bank**") acts as the sole global coordinator (the "**Sole Global Coordinator**") and subscription place for the Offering. In addition, the Company has appointed Nordnet Bank AB ("**Nordnet**") as the subscription place of the Public Offering.

Over-Allotment Option

Larsen Family Corporation Oy is expected to grant Danske Bank acting as stabilising manager (the "**Stabilising Manager**") an over-allotment option to purchase a maximum of 1,089,937 additional shares (the "**Additional Shares**") at the Subscription Price (as defined below) (assuming that the Company will issue the preliminary maximum number of New Shares) solely to cover potential over-allotments in connection with the Offering (the "**Over-Allotment Option**"). The Over-Allotment Option is exercisable within 30 days from the commencement of trading in the Shares on First North Premier (which is expected to be the period between 8 December 2021 and 6 January 2022) (the "**Stabilisation Period**"). The maximum number of Additional Shares represents approximately 4.0 per cent of the issued and outstanding Shares in the Company after the Offering, assuming that the Company will issue the preliminary maximum number of New Shares. However, the Additional Shares will not in any case represent more than 15 per cent of the total number of New Shares.

Stabilisation

The Stabilising Manager may, but is not obligated to, engage in measures during the Stabilisation Period that stabilise, maintain or otherwise affect the price of the Shares. The Stabilising Manager may allocate a larger number of Shares than the total number of New Shares, which will create a short position. The short position is covered if such number of Shares does not exceed the number of Additional Shares. The Stabilising Manager is entitled to close the covered short position by using the Over-Allotment Option and/or by buying Shares on the market. In determining the acquisition method of the Shares to cover the short position, the Stabilising Manager may consider, among other things, the market price of the Shares in relation to the Subscription Price (as defined below).

In connection with the Offering, the Stabilising Manager may also purchase and make offers to purchase Shares on the market to stabilise the market price of the Shares. These measures may support the market price of the Shares (by increasing or maintaining the market price of the Shares in comparison with the price levels determined independently on the market) or prevent or delay any decrease in the market price of the Shares. However, stabilisation measures cannot be carried out at a higher price than the Subscription Price. The Stabilising Manager has no obligation to carry out these measures, and it may stop any of these measures at any time. The Stabilising Manager (or the Company on behalf of the Stabilising Manager) will publish the information regarding the stabilisation required by legislation or other applicable regulations. Stabilisation measures may be carried out on First North Premier during the Stabilisation Period.

Any stabilisation measures will be conducted in accordance with Regulation (EU) 2014/596 of the European Parliament and of the Council on market abuse (the "**Market Abuse Regulation**") and the Commission Delegated Regulation (EU) 2016/1052 supplementing the Market Abuse Regulation with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilisation measures.

The Stabilising Manager and Larsen Family Corporation Oy are expected to agree on a share lending agreement regarding the Over-Allotment Option related to the stabilisation in connection with the Offering. Pursuant to the share lending agreement, the Stabilisation Manager may borrow a number of Shares corresponding to the maximum number of Additional Shares to cover any possible over-allotments in connection with the Offering. If the Stabilisation Manager borrows the Shares in accordance with the share lending agreement, it must return an equal number of Shares to Larsen Family Corporation Oy.

Placing Agreement

The Company, Larsen Family Corporation Oy and the Sole Global Coordinator are expected to enter into a placing agreement (the "**Placing Agreement**"). For additional information, please see section "*Plan of distribution in the Offering*" of the Offering Circular (as defined below).

Subscription period

The subscription period for the Public Offering will commence on 25 November 2021 at 10:00 a.m. (Finnish time) and end on or about 2 December 2021 at 4:00 p.m. (Finnish time).

The subscription period for the Institutional Offering will commence on 25 November 2021 at 10:00 a.m. (Finnish time) and end on or about 7 December 2021 at 11:00 a.m. (Finnish time).

The subscription period for the Personnel Offering will commence on 25 November 2021 at 10:00 a.m. (Finnish time) and end on or about 2 December 2021 at 4:00 p.m. (Finnish time).

The Company's Board of Directors may extend the subscription periods of the Public Offering, the Institutional Offering and the Personnel Offering. A possible extension of the subscription period will be communicated through a company release, which will indicate the new end date of the subscription period. The subscription periods of the Public Offering, the Institutional Offering and the Personnel Offering will in any case end on 16 December 2021 at 4:00 p.m. (Finnish time) at the latest. The Company's Board of Directors may extend or refrain from extending the subscription periods of the Public Offering, the Institutional Offering and the Personnel Offering independently of one another. A company release regarding any extension of the subscription period must be published no later than on the estimated final dates of the subscription periods for the Public Offering, the Institutional Offering and the Personnel Offering stated above.

Subscription Price

The Offer Shares are offered in the Public Offering and the Institutional Offering for a subscription price of EUR 4.83 per Offer Share (the "**Subscription Price**"). The subscription price per share in the Personnel Offering is 10 per cent lower than the Subscription Price, *i.e.* the Subscription Price in the Personnel Offering is EUR 4.35 per Offer Share. The Subscription Price has been determined based on negotiations between the Company and the Sole Global Coordinator. The Subscription Price may be changed during the subscription period, provided, however, that in the Public Offering, the Subscription Price cannot be higher than the original Subscription Price, *i.e*. EUR 4.83 per Offer Share. Any change will be communicated through a company release.

If the Subscription Price is changed, the Finnish language prospectus published by the Company in connection with the Offering (the "**Finnish Prospectus**") will be supplemented and the supplement will be published through a company release. If the Finnish Prospectus is supplemented, investors will be entitled to exercise their right of withdrawal under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**"). See "– *Cancellation of Commitments*".

Conditionality of the Offering and publication of the Completion Decision

The Company's Board of Directors will decide, in consultation with the Sole Global Coordinator, on the completion of the Offering, the final number of New Shares and the final maximum number of Additional Shares and the allocation of the Offer Shares (the "**Completion Decision**") on or about 7 December 2021. The above-mentioned information will be published through a company release immediately after the Completion Decision and will be available on the Company's website at investors.lamor.com/ipo following the publication of the company release and in the subscription places of the Public Offering no later than on the business day following the Completion Decision, *i.e.* on or about 8 December 2021. In case the Offering does not result in a number of subscriptions for the Offer Shares satisfactory to the Company and the Sole Global Coordinator, the Offering will not be completed. The completion of the Offering is conditional upon the Placing Agreement being signed and remaining in force.

Cancellation of Commitments

A commitment to subscribe for or purchase Offer Shares in the Public Offering or in the Personnel Offering (a "**Commitment**") cannot be amended. A Commitment may only be cancelled in the situations provided for in Article 23 of the Prospectus Regulation.

Cancellation in accordance with the Prospectus Regulation

If the Finnish Prospectus is supplemented pursuant to the Prospectus Regulation due to material new information, a material error or material inaccuracy, which may affect the assessment of the Offer Shares ("**Grounds for Supplement**"), investors who have given their Commitments before the supplement of the Finnish Prospectus is published have the right to cancel their Commitments within the cancellation period. Such cancellation period shall last for at least three working days from the publication of the supplement. The cancellation right is further conditional on that the Grounds for Supplement are noted prior to the end of the subscription period.

The Company will announce instructions for cancellation through a company release. This company release shall also announce investors' right to cancel Commitments, cancellation period and other more detailed instructions for cancellation. After the end of the cancellation period, the right of cancellation will lapse.

Procedure to cancel a Commitment

The cancellation of a Commitment must be notified in writing to the subscription place where the initial Commitment was made and within the cancellation period as follows:

- A Commitment made online via Danske Bank's Web subscription can be cancelled by e-mail to listautumiset@danskebank.com. The cancellation must be sent from the email address provided by the investor in the Commitment.
- The cancellation of a Commitment made online via the Danske Bank eBanking service, corporate eBanking services or Web subscription can be made by visiting a Danske Bank office (excluding corporate offices) in person

or through an authorised representative or by calling Danske Bank Investment Advisory Center using Danske Bank's bank identifiers.

- A Commitment made by telephone to the Danske Bank Investment Advisory Center may be cancelled by telephone using Danske Bank's bank identifiers.
- A commitment submitted via Nordnet can be cancelled by email to operations.fi@nordnet.fi or by delivering the cancellation to the Nordnet's office with the following exceptions: the Commitments submitted by Nordnet's own customers via Nordnet's online service can be cancelled through an authorised representative or via Nordnet's online service by accepting a separate cancellation of Commitment using Nordnet's bank identifiers.

The potential cancellation of a Commitment must concern the entire Commitment. After the cancellation period has expired, the cancellation right is no longer valid. If a Commitment is cancelled, the place of subscription will return the amount paid for the Offer Shares to the bank account stated in the Commitment. To the customers who gave their Commitments via Nordnet's subscription place, the refund will be paid to Nordnet cash accounts. The money is refunded as soon as possible after the cancellation, approximately within five banking days of serving the subscription place with the cancellation notice. If an investor's bank account is in a different financial institution than the place of subscription, the refund will be paid to a Finnish bank account in accordance with the payment schedule of the financial institutions, approximately no later than two banking days thereafter. No interest will be paid on the refunded amount.

Entry of Offer Shares into book-entry accounts

An investor who is a Finnish natural person or a Finnish entity or foundation and has submitted a Commitment must have a book-entry account with a Finnish account operator or with an account operator operating in Finland. Investors must specify the details of their book-entry account in their Commitments. Subscriptions to equity savings accounts can be made through Danske Bank only to an equity savings account provided by Danske Bank and through Nordnet only to an equity savings account provided by Nordnet.

The Offer Shares allocated in the Public Offering and Personnel Offering will be recorded in the book-entry accounts of investors who have made an approved Commitment on or about the first banking day after the Completion Decision, on or about 8 December 2021. In the Institutional Offering, the allocated Offer Shares will be ready to be delivered against payment on or about 10 December 2021 through Euroclear Finland Oy.

Title and shareholder rights

Title to the Offer Shares will be transferred when the Offer Shares are paid for, the New Shares are registered in the Trade Register maintained by the Finnish Patent and Registration Office (the "**Trade Register**") and the Offer Shares are recorded in the investor's book-entry account. Offer Shares carry rights equal to all other Shares in the Company and they will entitle their holders to dividends and other distributions of funds as well as other rights related to the Shares when the title has been transferred.

Transfer tax and other expenses

Transfer tax will not be levied in connection with the issuance or subscription of New Shares in Finland. Should transfer tax be levied, the Company will pay the transfer tax levied on the transfer of New Shares or secure such payments. Account operators charge fees in accordance with their price lists for the maintenance of the book-entry account and for custody of shares.

Trading in the Shares

The Company intends to file a listing application with Nasdaq Helsinki to list the Shares on First North Premier. Trading in the Shares is expected to commence on First North Premier on or about 8 December 2021. The trading code of the Shares is "LAMOR" and the ISIN code is FI4000512488.

When the trading on First North Premier commences on or about 8 December 2021, not all of the Offer Shares may necessarily have been transferred to the investors' book-entry accounts. If an investor wishes to sell Offer Shares subscribed for by it in the Offering on First North Premier, the investor should ensure, before placing the order, that the number of Shares registered to its book-entry account covers the transaction in question at the time of clearing.

Right to cancel the Offering

The Company's Board of Directors has the right to cancel the Offering at any time before the Completion Decision on the grounds of, for example, the market conditions, the Company's financial position or a material change in the Company's business. If the Company's Board of Directors decides to cancel the Offering, the subscription prices paid by the investors will be refunded within approximately five banking days from the cancellation decision. If an investor's bank account is in a different financial institution than the place of subscription, the refund will be paid to a Finnish bank account in accordance with the payment schedule of the financial institutions, approximately no later than two banking days thereafter. To Nordnet's own customers who gave their Commitments via Nordnet's subscription place, the refund will be paid to Nordnet cash account. No interest will be paid on the refunded amount.

Lock-up

The Company and Larsen Family Corporation Oy are expected to commit, during the period that will end 180 days from the Listing and commencement of trading (*i.e.*, on or about 6 June 2022), without the prior written consent of the Sole Global Coordinator (which consent may not be unreasonably withheld), not to issue, offer, pledge, sell, contract to sell, sell any option rights or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares or enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequence of ownership of Shares, whether any such transactions are to be settled by delivery of the Shares or other securities, in cash or otherwise, or submit to the Company's general meeting a proposal to effect any of the foregoing. There are certain exemptions to the lock-ups of the Company, and Larsen Family Corporation Oy, including that the lock-ups do not apply to the Offering and that the Company's lock-up does not apply to customary remuneration or incentive programs

The members of the Board of Directors and Management Team of the Company, including Nina Ehrnrooth and Kaisa Lipponen, whose election to the Board of Directors is conditional upon the completion of the Listing and the Offering, have committed, during the period that will end 360 days from the Listing and commencement of trading (*i.e.*, on or about 3 December 2022), without the prior written consent of the Sole Global Coordinator, not to issue, offer, pledge, sell, contract to sell, sell any option rights or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise directly or indirectly transfer or dispose of any Shares or any securities convertible into or exchangeable for Shares or enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequence of ownership of Shares, whether any such transactions are to be settled by delivery of the Shares or other securities, in cash or otherwise. There are certain exemptions to the lock-ups of the members of the Company's Board of Directors and Management Team.

A precondition for the participation in the Personnel Offering is that those who have the right to participate in the Personnel Offering commit, in connection with the subscription, to comply with a lock-up that will end 360 days from the Listing (i.e. on or about 3 December 2022). Please see "*– Special terms and conditions concerning the Personnel Offering – Right to participate in the Personnel Offering*".

The lock-ups apply to approximately 47.8 per cent of the issued and outstanding Shares in the Company after the Offering, assuming that the Over-Allotment Option will not be exercised (approximately 41.8 per cent of the Shares, assuming that the Over-Allotment Option will be exercised in full), that the Company will issue the preliminary maximum number of New Shares and that 200,000 New Shares are offered in the Personnel Offering.

Other matters

Other issues and practical matters relating to the Offering will be resolved by the Board of Directors of the Company together with the Sole Global Coordinator.

Documents on display

The Company's latest financial statements, report of the Board of Directors and the auditor's report as well as the other documents pursuant to Chapter 5, Section 21 of the Finnish Companies Act (624/2006) are available during the subscription period at the Company's office at Rihkamatori 2, FI-06100 Porvoo, Finland.

Applicable law

The Offering shall be governed by the laws of Finland. Any disputes arising in connection with the Offering shall be settled by a court of competent jurisdiction in Finland.

Special terms and conditions concerning the Public Offering

General

Preliminarily a maximum of 1,000,000 Offer Shares are offered in the Public Offering to private individuals and entities in Finland. Depending on the demand, the Company may reallocate Offer Shares between the Public Offering, the Institutional Offering and the Personnel Offering in deviation from the preliminary number of Offer Shares without limitation.

However, the minimum number of Offer Shares to be offered in the Public Offering will be 1,000,000 Offer Shares or, if the aggregate number of Offer Shares covered by the Commitments submitted in the Public Offering is smaller than this, such aggregate number of Offer Shares as covered by the Commitments.

The place of subscription has the right to reject a Commitment, either partially or wholly, if the Commitment does not comply with the terms and conditions herein or if it is otherwise incomplete.

Right to participate and the minimum and maximum amounts for Commitments

Investors whose domicile is in Finland and who submit their Commitments in Finland may participate in the Public Offering. Commitments in the Public Offering must cover no less than 150 and no more than 25,000 Offer Shares. Each investor may only provide one Commitment in the Public Offering. If an investor provides more than one Commitment in the Public Offering, only the first Commitment will be considered when allocating Offer Shares. However, the same investor may issue a Commitment in the Public Offering and in the Personnel Offering so that both Commitments will be taken into account. Legal entities submitting a Commitment must have a valid LEI code.

Places of subscription and submission of Commitments

A Commitment will be considered to have been made when the investor has submitted a signed commitment form to the place of subscription in accordance with the instructions of the place of subscription or has confirmed the Commitment with bank identifiers in accordance with the instructions of the place of subscription and paid for the subscription concerned by the Commitment. A Commitment submitted through web subscription is deemed to have been made when the investor has made the Commitment in accordance with the terms and conditions of the web subscription. Any more detailed instructions issued by the place of subscription must be taken into consideration when submitting a Commitment.

Commitments may only be cancelled in the manner and situations referred to under "– *General terms and conditions of the Offering – Cancellation of Commitments*".

The places of subscription in the Public Offering for customers with a book-entry account or an equity savings account in Danske Bank are:

- Danske Bank's eBanking service with bank identifiers for private customers at www.danskebank.fi/lamor-en;
- Danske Bank's corporate eBanking services in the Markets Online module for District customers;
- Danske Bank's Investment Advisory Center with Danske Bank's bank identifiers by phone 9:00 a.m. to 6:00 p.m. (Finnish time) Monday to Friday, tel. +358 200 20109 (local network charge / mobile charge). Calls to the Danske Bank Investment Advisory Center are recorded;
- Danske Bank offices in Finland during normal business hours; and
- Danske Bank's Private Banking offices in Finland (for Danske Bank's Private Banking customers only).

Making a Commitment by phone using Danske Bank's Investment Advisory Center or Danske Bank's eBanking service requires a valid eBanking agreement with Danske Bank.

Subscriptions to equity savings accounts can be made through Danske Bank only to an equity savings account provided by Danske Bank.

The places of subscription in the Public Offering for investors that are not Danske Bank book-entry account customers are:

- Online subscription at www.danskebank.fi/lamor-en for private customers. An internet subscription requires bank identifiers of Aktia, Danske Bank, Handelsbanken, Nordea, Oma Savings Bank, OP Group, POP Bank, S-Bank, Savings Bank or Ålandsbanken; and
- Danske Bank's offices (excluding corporate offices) in Finland during normal business hours. Information on the offices offering subscription services is available by phone using Danske Bank's Investment Advisory, 9:00 a.m. to 6:00 p.m. Monday to Friday (Finnish time), tel. +358 200 20109 (local network charge/mobile charge) or online at www.danskebank.fi. Calls to Danske Bank are recorded.

Individual investors can submit a Commitment of up to EUR 100 thousand in the Public Offering through Danske Bank's online subscription. If a Commitment exceeds EUR 100 thousand, the Commitment can be given at Danske Bank branches.

The Offer Shares covered by a Commitment must be paid using an account in the name of the investor making the Commitment. Legal entities cannot submit Commitments as Danske Bank online subscriptions.

The place of subscription in the Public Offering in Finland for Nordnet's book-entry account and equity savings account customers is:

- Nordnet's online service at www.nordnet.fi/fi/lamor. A Commitment submitted through Nordnet's online service requires personal user identifiers of Nordnet. A Commitment can also be made on behalf of a corporation through Nordnet's online service. A subscription to equity savings account can be made through Nordnet only to equity savings accounts provided by Nordnet.

Commitments by or on behalf of persons under the age of 18, or otherwise under guardianship, must be made by their legal guardians. A guardian may not subscribe for Offer Shares without the permission of the local guardianship authority as the Offer Shares are not yet subject to trading at the time of the Commitment.

Payment of Offer Shares

When submitting a Commitment, the Subscription Price, *i.e.* EUR 4.83, per Offer Share multiplied by the number of Offer Shares covered by the Commitment is to be paid for the Offer Shares.

The payment of a Commitment submitted in Danske Bank office, Danske Bank Private Banking office or via Danske Bank's Investment Advisory Center will be debited directly from the investor's bank account in Danske Bank, or it may be paid by a bank transfer. The payment corresponding to the Commitment that has been submitted through Danske Bank eBanking service or Danske Bank corporate eBanking services will be charged from the investor's bank account when the investor confirms the Commitment with their bank identifiers. The payment of a Commitment submitted through Danske Bank's online subscription must be made in accordance with the terms and conditions and instructions of the online subscription immediately after the Commitment has been submitted.

The payment of a Commitment submitted via Nordnet's online service will be charged from the investor's cash account in Nordnet when the investor confirms the Commitment with investor's bank identifiers.

Approval of Commitments and allocation

The Company's Board of Directors will decide on the allocation of Offer Shares in the Public Offering to investors in connection with the Completion Decision. The Company's Board of Directors will decide on the procedure to be followed in the event of potential oversubscription. Commitments may be approved or rejected in whole or in part. In the event of oversubscription, the Company's Board of Directors will aim at accepting investors' Commitments in whole for up to 50 Offer Shares, and for Commitments exceeding this number, to allocate Offer Shares in proportion to the number of Commitments given in the Public Offering unmet.

Investors participating in the Public Offering will be notified of the approval of the Commitments and the allocation of the Offer Shares as soon as possible and on or about 21 December 2021 at the latest. A confirmation letter with information regarding the allocation will be sent to investors who have submitted their Commitments via Danske Bank. Investors who have submitted their Commitments via Nordnet's online service as Nordnet's customers will see their Commitments as well as the allocation of Offer Shares on the transaction page of Nordnet's online service.

Refunding of paid amounts

If the Commitment is rejected or only partially approved and/or if the Subscription Price is changed and the Subscription Price is lower than the amount paid at the time of making the Commitment, the excess amount of the paid amount will be refunded to the party that made the Commitment to the bank account identified in the Commitment on or about the fifth banking day after the Completion Decision, i.e. on or about 14 December 2021. To investors who gave their Commitments through Nordnet's subscription place, the amount to be refunded will be paid to Nordnet's cash accounts. If an investor's bank account is in a different financial institution than the place of subscription, the refund will be paid to a bank account in accordance with the payment schedule of the financial institutions, approximately no later than two banking days thereafter. No interest will be paid on the refunded amount. See also "– *General terms and conditions of the Offering – Cancellation of Commitments*" above.

Entry of Offer Shares into book-entry accounts

An investor submitting a Commitment in the Public Offering must have a book-entry account with a Finnish account operator or an account operator operating in Finland, and the investor must specify the details of its book-entry account in its Commitment. Subscriptions to equity savings accounts through Danske Bank can be made only to an equity savings account provided by Danske Bank and through Nordnet only to an equity savings account provided by Nordnet. The Offer Shares allocated in the Public Offering and Personnel Offering will be recorded in the book-entry accounts of investors who have made an approved Commitment on or about the first banking day after the Completion Decision (*i.e.* on or about 8 December 2021).

Special terms and conditions concerning the Institutional Offering

General

Preliminarily a maximum of 7,156,190 Offer Shares are offered in the Institutional Offering to institutional investors in Finland and, in accordance with applicable laws, internationally outside the United States on the terms and conditions set forth herein. Depending on the demand, the Company may reallocate Offer Shares between the Public Offering, the Institutional Offering and the Personnel Offering in deviation from the preliminary number of Offer Shares without limitation. However, the minimum number of Offer Shares to be offered in the Public Offering will be 1,000,000 Offer Shares or, if the aggregate number of Offer Shares covered by the Commitments submitted in the Public Offering is smaller than this, such aggregate number of Offer Shares as covered by the Commitments.

Offer Shares will be offered in the Institutional Offering to institutional investors outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and otherwise in compliance with the said regulation. The Shares (including the Offer Shares) have not been registered, and they will not be registered under the U.S. Securities Act or under the securities laws of any state of the United States and, accordingly, will not be offered or sold, directly or indirectly, in or into the United States (as defined in Regulation S), unless an exemption from the registration requirements of the U.S. Securities Act is applicable and any applicable state securities laws of the United States are complied with.

The Sole Global Coordinator has the right to reject a subscription, either partially or wholly, if it does not comply with the terms and conditions herein or if it is otherwise incomplete.

Right to participate and place of subscription

An investor whose subscription offer (the "**Subscription Offer**") covers at least 25,001 Offer Shares may participate in the Institutional Offering. Legal entities submitting a Subscription Offer must have a valid LEI code.

The Subscription Offers of the investors of the Institutional Offering will be received by the Sole Global Coordinator.

Undertakings by Cornerstone Investors

The cornerstone investors set out below (together the "**Cornerstone Investors**") have each individually in November 2021 given subscription undertakings in relation to the Offering, under which the Cornerstone Investors have, each individually, committed to subscribe for Offer Shares at the Subscription Price, subject to certain conditions being fulfilled, including a condition that the valuation of the Company's outstanding Shares (before any proceeds from the Offering), at the Subscription Price, does not exceed EUR 95 million. According to the terms and conditions of the subscription undertakings, the Cornerstone Investors will be guaranteed the number of Offer Shares covered by the subscription undertaking. The Cornerstone Investors will not be compensated for their subscription undertakings. The Cornerstone Investors have given subscription undertakings as follows:

- The subscription undertaking of Danske Invest Finnish Equity Fund amounts to EUR 3.0 million.
- The subscription undertaking of Veritas Pension Insurance Company Ltd amounts to EUR 3.5 million.
- The subscription undertaking of Mandatum Asset Management Ltd amounts to EUR 10.0 million.
- The subscription undertaking of certain funds managed by SP-Fund Management Company Ltd amounts to EUR 3.0 million.

The subscription undertakings of the Cornerstone Investors represent approximately 55.6 per cent of the Offer Shares, assuming that the Over-Allotment Option will not be exercised (approximately 48.3 per cent, assuming that the Over-Allotment Option will be exercised in full) and that the Company will issue the preliminary maximum number of New Shares.

Approval of Subscription Offers and allocation

The Company's Board of Directors will decide on the approval of the Subscription Offers submitted in the Institutional Offering in connection with the Completion Decision. The Company's Board of Directors will decide on the procedure to be followed in the event of potential oversubscription. The Subscription Offers may be approved or rejected in whole or in part. A confirmation of the approved Subscription Offers in the Institutional Offering will be provided as soon as practicable after the allocation.

Payment of Offer Shares

Investors in the Institutional Offering must pay for the Offer Shares corresponding to their accepted Subscription Offers in accordance with the instructions issued by the Sole Global Coordinator on or about 10 December 2021. If necessary, in connection with a Subscription Offer being received or before the approval of the Subscription Offer, the Sole Global

Coordinator has the right provided by the duty of care set for securities intermediaries to require the investor to provide information on its ability to pay for the Offer Shares corresponding to its Subscription Offer or require that the payment for the Offer Shares concerned by the Subscription Offer be made in advance. The amount to be paid in this connection is the Subscription Price, *i.e.* EUR 4.83, multiplied by the number of Offer Shares covered by the Subscription Offer. If the Subscription Price is changed, the new Subscription Price will be applied to the Subscription Offers submitted thereafter. Possible refunds will be made on or about on the fifth banking day following the Completion Decision, *i.e.* on or about 14 December 2021. No interest will be paid on the refunded amount.

Special terms and conditions concerning the Personnel Offering

General

Preliminarily a maximum of 200,000 Offer Shares, and in the case of a potential over-subscription a maximum of 500,000 Offer Shares, are offered in the Personnel Offering to the Company's full-time and part-time permanent employees (and employees with a fixed-term employment) who have a valid employment relationship with the Company at the end of the subscription period for the Personnel Offering and the employment has not been terminated, the members of the Management Team and the Board of Directors and the CEO of the Company as well as the members of the Company's Board of Directors, whose election as new members of Company's Board of Directors by the Company's Extraordinary General Meeting, held on 1 October 2021, is conditional on the completion of the Listing and the Offering (the "**Personnel**"). Depending on the demand, the Company may reallocate Offer Shares between the Institutional Offering, Public Offering and Personnel Offering in deviation from the preliminary number of Offer Shares without limitation. However, the minimum number of Offer Shares to be offered in the Public Offering will be 1,000,000 Offer Shares or, if the aggregate number of shares covered by the Commitments submitted in the Public Offering is smaller than this, such aggregate number of Offer Shares as covered by the Commitments.

Right to participate in the Personnel Offering

The Personnel who are domiciled in Finland may participate in the Personnel Offering. However, the members of the Company's Board of Directors who are domiciled outside Finland and the European Economic Area may also participate in the Personnel Offering. The right to participate in the Personnel Offering is personal and non-transferable. However, the Personnel may make the subscription through an authorised representative. The Personnel may, if it wishes, also participate in the Public Offering in accordance with the terms and conditions applicable to it.

The Commitment submitted in the Personnel Offering must cover at least 150 Offer Shares.

A precondition for participating in the Personnel Offering is a commitment to comply with the lock-up. In accordance with the lock-up, those who participate in the Personnel Offering may not, without the prior written consent of the Sole Global Coordinator (which consent may not be unreasonably withheld), during a period that will end 360 days from the Listing *i.e.* on or about 3 December 2022, sell, sell short or otherwise transfer, directly or indirectly, Shares subscribed for by them in the Personnel Offering or option rights entitling to the ownership of such Shares or warrants or other securities convertible or exchangeable into Shares which they own or have acquired in the Personnel Offering or which they are authorised to transfer. When making the subscription, the persons participating in the Personnel Offering accept that they will be bound by the above-mentioned lock-up without separate measures and that it will be entered in the subscriber's book-entry account on behalf of the Company.

The subscription price and the allocation in the Personnel Offering

The subscription price in the Personnel Offering is EUR 4.35.

The Board of Directors will decide on the allocation in the Personnel Offering in connection with the Completion Decision. The Board of Directors will decide on the procedure to be followed in any oversubscription situations. The Commitments submitted in the Personnel Offering may be approved or rejected in whole or in part. The Board of Directors will aim at accepting the Commitments in full for up to 1,000 Offer Shares, and for Commitments exceeding this number, to allocate Offer Shares in proportion to the amount of Commitments given in the Personnel Offering unmet. Offer Shares to be issued in the Personnel Offering are New Shares.

Places of subscription and submission of Commitment

In the Personnel Offering, Commitments are submitted and payments are made in accordance with the separate instructions given to the Personnel.

The Commitment will be considered to have been made when the investor has submitted a signed Commitment to the place of subscription in accordance with the instructions of the place of subscription or has confirmed its Commitment with its bank identifiers and paid the subscription payment of the Offer Shares covered by that Commitment and committed to the lock-ups provided for in these terms and conditions. When submitting the Commitment, any more specific instructions given by the subscription place must be followed. The Commitment given in the Personnel Offering is binding and cannot be changed, and its cancellation is possible only in the situations and in the manner specified in the section "– *Cancellation of Commitments*" above.

The Company or the Sole Global Coordinator has the right to reject a Commitment, either partially or wholly, if the Commitment does not comply with the terms and conditions herein or if it is otherwise incomplete.

Refunding of paid amounts

If the Commitment is rejected or only partially approved and/or if the applicable Subscription Price is less than the price paid in connection with submission of the Commitment, the amount paid or part of it will be refunded to the Finnish bank account identified in the Commitment on or about the fifth banking day after the Completion Decision, *i.e.* on or about 14 December 2021. If an investor's bank account is in a different financial institution than the place of subscription, the refunded funds will be paid to the investor's bank account in accordance with the payment schedule of the financial institutions, approximately no later than two banking days thereafter. No interest will be paid on the refunded amount. See also "– *General terms and conditions of the Offering – Cancellation of Commitments – Procedure to cancel a Commitment*" above.

Entry of Offer Shares into book-entry accounts

An investor submitting a Commitment in the Personnel Offering must have a book-entry account with a Finnish account operator or an account operator operating in Finland, and the investor must notify the details of its book-entry account in the Commitment. The Offer Shares allocated and paid in the Personnel Offering will be recorded in the book-entry accounts of investors on or about 8 December 2021.

PLAN OF DISTRIBUTION IN THE OFFERING

Placing Agreement

The Company, Larsen Family Corporation Oy and the Sole Global Coordinator are expected to enter into a placing agreement (the "**Placing Agreement**"). Under the terms and conditions of the Placing Agreement, the Company undertakes to issue New Shares, Larsen Family Corporation Oy undertakes to sell Additional Shares to the Sole Global Coordinator and the Sole Global Coordinator undertakes, subject to certain conditions, to procure subscribers or purchasers for the Offer Shares. In addition to which the Sole Global Coordinator and Larsen Family Corporation Oy are expected to agree on share lending relating to the Over-Allotment Option.

The Sole Global Coordinator's duty to fulfil its obligations under the Placing Agreement is expected to be conditional on the fulfilment of certain conditions. These conditions are expected to include, among others, that no material adverse changes have taken place in the Company's business and that the Shares have been admitted to trading on First North Premier. The Sole Global Coordinator is expected to have the right to terminate the Placing Agreement subject to certain conditions prior to the Listing. The Company is expected to undertake to indemnify the Sole Global Coordinator against certain liabilities in connection with the Offering, including, in certain circumstances, liabilities under relevant securities market laws. In addition, the Company is expected to give customary representations and warranties to the Sole Global Coordinator. Such representations and warranties may relate to, among others, the Company's business and compliance with the laws, the Shares, and the contents of the Offering Circular.

Over-Allotment Option

Larsen Family Corporation Oy is expected to grant Danske Bank acting as stabilising manager (the "**Stabilising Manager**") an over-allotment option to purchase a maximum of 1,089,937 additional shares (the "**Additional Shares**") at the Subscription Price (assuming that the Company will issue the preliminary maximum number of New Shares) solely to cover potential over-allotments in connection with the Offering (the "**Over-Allotment Option**"). The Over-Allotment Option is exercisable within 30 days from the commencement of trading in the Shares on First North Premier (which is expected to be the period between 8 December 2021 and 6 January 2022) (the "**Stabilisation Period**"). The maximum number of Additional Shares represents approximately 4.0 per cent of the issued and outstanding Shares in the Company after the Offering, assuming that the Company will issue the preliminary maximum number of New Shares. However, the Additional Shares will not in any case represent more than 15 per cent of the total number of New Shares.

Stabilisation

The Stabilising Manager may, but is not obligated to, engage in measures during the Stabilisation Period that stabilise, maintain or otherwise affect the price of the Shares. The Stabilising Manager may allocate a larger number of Shares than the total number of New Shares, which will create a short position. The short position is covered if such number of Shares does not exceed the number of Additional Shares. The Stabilising Manager is entitled to close the covered short position by using the Over-Allotment Option and/or by buying Shares on the market. In determining the acquisition method of the Shares to cover the short position, the Stabilising Manager may consider, among other things, the market price of the Shares in relation to the Subscription Price.

In connection with the Offering, the Stabilising Manager may also purchase or make offers to purchase Shares on the market to stabilise the market price of the Shares. These measures may support the market price of the Shares (by increasing or maintaining the market price of the Shares on the market in comparison with the price levels determined independently) or prevent or delay any decrease in the market price of the Shares. However, stabilisation measures cannot be carried out at a higher price than the Subscription Price. The Stabilising Manager has no obligation to carry out these measures, and it may stop any of these measures at any time. The Stabilising Manager (or the Company on behalf of the Stabilising Manager) will publish the information regarding the stabilisation required by legislation or other applicable regulations. Stabilisation measures may be carried out on First North Premier during the Stabilisation Period.

Any stabilisation measures will be conducted in accordance with Regulation (EU) No 596/2014 of the Euro-pean Parliament and of the Council on market abuse (the "**Market Abuse Regulation**") and the Commission Delegated Regulation (EU) 2016/1052 supplementing the Market Abuse Regulation with regard to regulatory technical standards for the conditions applicable to buy-back programs and stabilisation measures.

The Stabilising Manager and Larsen Family Corporation Oy are expected to agree on a share lending agreement regarding the Over-Allotment Option related to the stabilisation in connection with the Offering. Pursuant to the share lending agreement, the Stabilisation Manager may borrow a number of Shares corresponding to the maximum number of Additional Shares to cover any possible over-allotments in connection with the Offering. If the Stabilisation Manager borrows the

Shares in accordance with the share lending agreement, it must return an equal number of Shares to Larsen Family Corporation Oy.

Lock-ups

The Company and Larsen Family Corporation Oy are expected to commit, during the period that will end 180 days from the Listing and commencement of trading (*i.e.*, on or about 6 June 2022), without the prior written consent of the Sole Global Coordinator (which consent may not be unreasonably withheld), not to issue, offer, pledge, sell, contract to sell, sell any option rights or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise transfer or dispose of (or publicly announce such action), directly or indirectly, any Shares or any securities convertible into or exercisable or exchangeable for Shares or enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequence of ownership of Shares, whether any such transactions are to be settled by delivery of the Shares or other securities, in cash or otherwise, or submit to the Company's general meeting a proposal to effect any of the foregoing. There are certain exemptions to the lock-ups of the Company and Larsen Family Corporation Oy, including that the lock-ups do not apply to the Offering and that the Company's lock-up does not apply to customary remuneration or incentive programs.

The members of the Board of Directors and Management Team of the Company, including Nina Ehrnrooth and Kaisa Lipponen whose election to the Board of Directors is conditional upon the completion of the Listing and the Offering, have committed, during the period that will end 360 days from the Listing and commencement of trading (i.e., on or about 3 December 2022), without the prior written consent of the Sole Global Coordinator, not to issue, offer, pledge, sell, contract to sell, sell any option rights or contract to purchase, purchase any option or contract to sell, grant any option right or warrant to purchase, lend or otherwise directly or indirectly transfer or dispose of any Shares or any securities convertible into or exchangeable for Shares or enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequence of ownership of Shares, whether any such transactions are to be settled by delivery of the Shares or other securities, in cash or otherwise. There are certain exemptions to the lock-ups of the members of the Company's Board of Directors and Management Team.

A precondition for the participation to the Personnel Offering is that those who have the right to participate in the Personnel Offering commit, in connection with the subscription, to comply with a lock-up that will end 360 days from the Listing (i.e. on or about 3 December 2022). Please see "*Terms and conditions of the Offering – Special terms and conditions concerning the Personnel Offering – Right to participate in the Personnel Offering*".

The lock-ups apply to approximately 47.8 per cent of the issued and outstanding Shares in the Company after the Offering, assuming that the Over-Allotment Option will not be exercised (approximately 41.8 per cent of the Shares, assuming that the Over-Allotment Option will be exercised in full), that the Company will issue the preliminary maximum number of New Shares and that 200,000 New Shares are offered in the Personnel Offering.

Fees and expenses

The Company will pay the Sole Global Coordinator a fee, which is determined on the basis of the gross proceeds from the Offering. In addition, the Company may at its sole discretion pay the Sole Global Coordinator an incentive fee. Furthermore, the Company has agreed to reimburse the Sole Global Coordinator for certain expenses.

In connection with the Offering, the Company expects to pay a total of approximately EUR 3 million in fees and expenses, assuming that the Company issues 7,266,253 New Shares at the Subscription Price and that the incentive fee is paid in full.

Interests related to the Offering

The fee to be paid to the Sole Global Coordinator is, in part, linked to the gross proceeds from the Offering. The Sole Global Coordinator and/or its related parties have offered, and may offer in the future, advisory, consulting and/or banking services to the Company. In connection with the Offering, the Sole Global Coordinator and/or investors who are related parties to the Sole Global Coordinator may subscribe for or purchase a part of the Offer Shares on their own account and in this position hold or sell Offer Shares on their own account, and they may offer or sell Offer Shares otherwise than in connection with the Offering in accordance with the applicable laws. The Sole Global Coordinator does not intend to disclose the scope of such investments or transactions, unless required by law.

Dilution

As a result of the issuing of the New Shares offered in the Offering, the number of issued and outstanding Shares in the Company may increase to 26,974,667 Shares assuming that in the Personnel Offering, in connection with an over-subscription, a total of 500,000 Shares are subscribed for at a lower subscription price applicable to such New Shares. In this scenario, if the existing shareholders of the Company do not subscribe for the Offer Shares in the Offering, their total holding of Shares would be diluted by 27.0 per cent assuming that the Over-Allotment Option will not be exercised.

The Company's equity per Share stood at EUR 1.49 as at 30 September 2021, when the share split executed in November 2021 is taken into account in the number of Shares.

Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Offer Shares have been subject to a product approval process. Pursuant to the aforementioned product approval process, the Offer Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Offer Shares may decline and investors could lose all or part of their investment; the Offer Shares offer no guaranteed income and no capital protection; and an investment in the Offer Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offering.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Offer Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Offer Shares and determining appropriate distribution channels.

BUSINESS OVERVIEW

General

Lamor is one of the leading global providers of environmental solutions.[12] Lamor is an abbreviation of Larsen Marine Oil Recovery, and it is a family company incorporated in 1982 in Finland offering expertise and solutions for the protection and cleaning of the environment and ecosystems. Lamor's mission is to clean the world, which is demonstrated through its three business areas: oil spill response, waste management and water treatment. As at the date of this Offering Circular, Lamor operates in over 100 countries through its subsidiaries and associated companies, as well as its partner and distribution networks. Lamor has subsidiaries and associated companies in 21 countries, and it operates in all continents.

The objective of Lamor's business is to develop and deliver high-quality, efficient and reliable products, services and solutions for the individual environmental challenges faced by the Company's customers. Performance, innovative technologies and service are the cornerstones of the Company's operations. Lamor has worked for cleaning the world since its incorporation. While Lamor offered the sale of equipment related to oil spill clean-up in the early stages of its operations, Lamor has expanded its widely tested technologies and knowhow in oil spill response into tailored environmental solutions related to, in addition to oil spill response, waste management (including the soil remediation and clean-up business) and water treatment.

Lamor's business is divided into the equipment business and the service business. Equipment business covers various equipment used for oil recovery, waste management and water treatment. Within its service business, Lamor provides its customers versatile environmental solutions and services which consist of, depending on the needs of the customer, clean-up and preparedness services related to oil spill response, oil damage and other environmental damages, services for the management of hazardous and non-hazardous waste, tailored and adapted water treatment services and delivery of equipment related to the solutions. Lamor's equipment business accounted for 67 per cent of its revenue for the year 2020, and correspondingly, the service business accounted for 33 per cent of Lamor's revenue. Lamor aims to significantly increase the share of its service business of its revenue in the near future and to transfer the main focus of its business to the provision of services and complete solutions (for more information, see "– *Lamor's strategy*" below).

Lamor's approach in the provision of environmental solutions and services is to be "globally local", meaning that Lamor relies in its operations on its network of local partners. Due to its network and wide offering, Lamor is able to provide a wide offering of solutions, which can be tailored according to the individual needs of each customer. Lamor's partner network consists of companies with a common goal to clean the world. The diverse network supports Lamor's sales, customer service and fast response to the needs of its customers. The partner network enables Lamor to provide its customers with versatile comprehensive solutions, which combine the know-how, resources and technologies of Lamor and the companies in its network.

For the nine months ended 30 September 2021, Lamor's revenue amounted to EUR 35.2 million (EUR 35.0 million for the nine months ended 30 September 2020) and its operating profit (EBIT) amounted to EUR 1.4 million (EUR 3.0 million for the nine months ended 30 September 2020). For the financial year 2020, Lamor's revenue amounted to EUR 45.6 million (IFRS) (EUR 48.1 million for the financial year 2019 (IFRS) and EUR 43.9 for the financial year 2018 (FAS)) and its operating profit (EBIT) amounted to EUR 2.4 million (IFRS) (EUR 3.5 million for the financial year 2019 (IFRS) and operating profit (EBIT) EUR -0.5 million for the financial year 2018 (FAS)).

For the nine months ended 30 September 2021, Europe (EURU, including Russia) accounted for 25.6 per cent of Lamor's revenue (32.4 per cent for the nine months ended 30 September 2020), the Americas (AMER) 22.0 percent (52.3 per cent for the nine months ended 30 September 2020), Asia-Pacific (APAC) 12.1 per cent (3.9 per cent for the nine months ended 30 September 2020) and the Middle East and Africa (MEAF) 40.4 per cent (11.4 per cent for the nine months ended 30 September 2020).

Lamor's mission, vision and values

Lamor's mission, vision and objective

Lamor aims to develop the most uncomplicated and efficient technological solutions for the individual environmental challenges of the Company's customers regardless of their location throughout the world. Lamor's mission "Let's clean the world together" verbalises the Company's business concept and objective based on cooperation to make the world a cleaner place. As such, Lamor's vision is to create a world with clean waters and soil during our lifetime.

[12] Lamor is the largest provider of oil spill response equipment by market share measured by revenue. This view is based on reviews, ordered by the Company, which are based on information gathered from the public financial statements of the Company's competitors. In addition, Lamor has the largest market share for remediation work of the biggest man-made oil spill in world history in Kuwait.

In accordance with Lamor's mission and vision, cooperation with the partner network plays a key role in resolving environmental challenges successfully. The partner network is utilised both for solving environmental challenges of the customers in the field and activities supporting the field operations.

Lamor's mission and vision reflect the Company's global presence and the Company's comprehensive approach to the Company's mission to clean the world. Lamor's approach to the provision of environmental solutions and services is to be "globally local", as its global partner network enables it to deliver its products and services locally in all continents. Lamor operates genuinely globally, and it is not restricted by political, cultural or religious boundaries.

Furthermore, Lamor's mission and vision highlight the fact that Lamor can only succeed in meeting its objective with teamwork. Each member of Lamor's cooperation network plays its own important role in resolving various problems. Thanks to the cooperation, the network has a longer reach and is able to achieve more than its individual members.

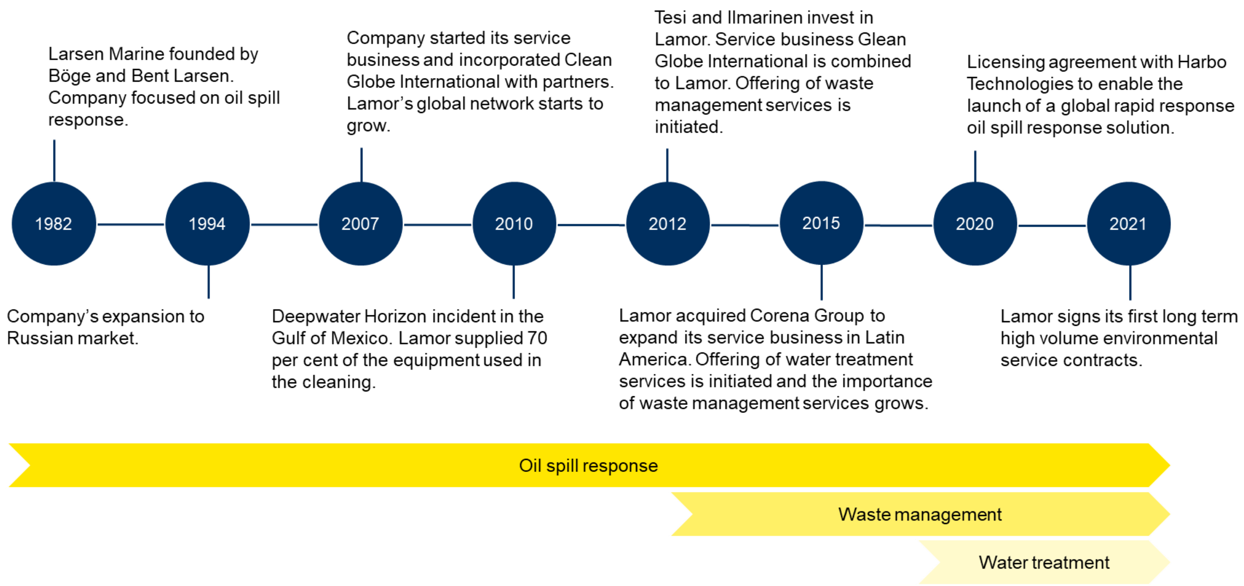
Lamor's values

Lamor's business is based on passion, innovation and trust in accordance with the Company's values. Since its incorporation, Lamor has worked for cleaning the world. The Company's passion, to clean-up the world, is made true with various innovations. Skimmers used for oil recovery are one example of such innovations. However, Lamor acknowledges that one innovation is not enough. Due to this, the Company continuously strives to develop new methods and develop new solutions for cleaning the world.

Lamor believes that sustainability stems from teamwork. Lamor's wide global network of partners enables it to provide its customers with versatile comprehensive solutions combining the know-how, resources and technologies of Lamor and the companies in its network. Lamor's partner network consists of companies with a common goal to clean the world (for more information on the partner network, see "– *Lamor's partner network and subcontractors*"). The basis of the partner network is cooperation for cleaner world. No one can do everything on their own, and more can be achieved by working together. Furthermore, the network is based on trust, which embraces inclusive culture and efficient communication between the members in the network. Lamor works together with its customers and partners to be able to offer the best solutions for the present environmental challenges of its customers.

History

The chart below presents the major milestones of the development of Lamor's business:



Lamor's strengths

Lamor's management believes that the following factors, in particular, are the Company's key strengths and provide it with competitive advantages:

Significant future opportunities for the Company's solutions promoting sustainability

Globally strengthening environmental awareness is creating demand for sustainable solutions for soil and water clean-up. Increased awareness on the adverse effects of environmental damages has driven governments to pay attention to uncleaned soil and water.[13] A remediation liability resulting from oil spills exists particularly in developing countries, where a significant amount of oil damage remains uncleaned.[14] An extensive remediation liability also remains in the developed countries. For example, it is estimated that there are approximately 3.5 million abandoned oil wells in North America, as well as approximately one million contaminated land areas in North America and Europe.[15] The Company's management estimates that the measures related to remedying old damage will create a significant market for innovative and sustainable comprehensive environmental solutions, as increased environmental awareness has also forced governments to consider how new accidents and contamination of the environment can be avoided as effectively as possible in the production chain of liquid fuels and other chemicals in the future. As a result of increased environmental awareness, legislation related to environmental damage has been tightened[16] and sufficient equipment, services and repairs for oil spill response will play a significant role in the protection of the environment in the future.[17] With its extensive equipment offering and experience in soil and water clean-up, Lamor can provide its customers with comprehensive solutions for minimising remediation liabilities and improving preparedness. For more information on the growth drivers of Lamor's business, see "*Market and industry review*".

The volume of oil drilling is expected to increase steadily over the next five years[18], and at the same time, increased awareness of nature's vulnerability and of accumulated contaminated soil create needs for the players in the industry and the public sector both to get prepared better for possible future accidents and to finance the clean-up of previous damage. Lamor aims to benefit from its strong expertise to grow in the segments and geographical regions which gain specific benefits from the growth drivers described above.

In the view of the Company's management, environmental awareness and particularly the application of ESG indicators are needs of customers, for which Lamor has perseveringly developed solutions. Oil companies have recently faced strong pressure to develop sustainable solutions in their business areas.[19] Lamor develops ways to help its customers to collect indirect emission data (so called Scope 3 emission data), enabling many large companies to estimate the carbon footprint of their projects with the required and desired accuracy. Indirect emission data (Scope 3) refers to the emissions resulting from assets not owned by the company but which have an indirect impact on its value chain.[20] At present, reporting of indirect emissions is largely voluntary, but for example, the new reporting programme initiated in the United Kingdom in 2019 requires many large companies to report their indirect emissions.[21] In addition to the statutory requirements, investments in high-quality environmental services form an important part of increasing shareholder value for many customers.[22] Investors are increasingly refraining from investing in companies that do not devote sufficient resources to promote sustainability or deem sustainability as a major part of their business plan.[23]

In addition, with its business, Lamor is a strong player in terms of its societal net impact. According to the survey conducted by The Upright Project, the Company has a strongly positive net impact on society.[24] Through its operations and using minimal resources, the Company is able to generate extensive environmental and health benefits, including protecting biodiversity, reducing emissions and waste and preserving scarce natural resources (for more information, see "–*Sustainability*").

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[13] Source: International Institute for Sustainable Development: Green Finance Approaches to Soil Remediation.

[14] Source: Wikipedia: List of oil spills (https://en.wikipedia.org/wiki/List_of_oil_spills).

[15] Source: EEA (Contamination from local sources), EPA SA (Site contamination, 2016), U.S. EPA (Inventory of U.S. Greenhouse Gas Emissions and Sinks: 1990–2019, 2021), Treasury Board of Canada (Federal contaminated sites inventory), Reuters (Special Report: Millions of abandoned oil wells are leaking methane, a climate menace, 2020).

[16] Source: UN: Global assessment of soil pollution.

[17] Source: Oil Spill Prevention: Spill Preparedness Resources.

[18] Source: Rystad Energy Wellcube: Global number of drilled wells and drilling length forecast.

[19] Source: Financial Times: Dutch court orders Shell to accelerate emissions cuts, ExxonMobil faces 'winds of change' as climate battle reaches boardroom; The Guardian: Climate activist shareholders to target US oil giant Chevron.

[20] Source: United States Environmental Protection Agency: Scope 3 Inventory Guidance.

[21] Source: Gov.uk: Streamlined Energy and Carbon Reporting (SECR) for academy trusts.

[22] Source: Harvard Business Review: Social-Impact Efforts That Create Real Value.

[23] Source: Blackrock: A fundamental reshaping of finance.

[24] Source: The survey of Upright Project in August 2021 commissioned by the Company.

Wide offering and global network support implementation of demanding projects

Lamor's wide and specialised offering and its competent and extensive partner network have enabled Lamor's successful participation in tenders for increasingly larger projects, which have resulted in significant growth in the Company's order backlog as well as in revenue for the part of the project in Saudi Arabia during the period of nine months ended 30 September 2021. In recent years, the Company has developed its offering both on market terms by expanding into new business areas and through acquiring businesses, which have widened its competencies. The view of the Company's management, based on the achieved success in recent large tenders, is that Lamor is one of the few companies in the world which can provide comprehensive environmental solutions, related to oil industry, which include sectors from risk assessment, planning and training to crisis management, soil and water clean-up and waste disposal (for more information, see *"– Environmental solutions provided by Lamor – Service business*"). The Company's management believes that Lamor's wide offering provides it with a significant competitive advantage in large-scale projects requiring versatile know-how in responding to environmental damages.

The geographical network with local partners in over 100 counties may enable Lamor to expand rapidly in the selected geographical target areas based on market demand and shortens the Company's reaction in responding to environmental damage. The global reach of the partner network has recently proven to be an excellent solution to the travel restrictions and risks relating to the coronavirus pandemic, as the Company can implement projects to a large extent on a local level through its partner networks. Lamor's partner network is described on more detail in "*– Lamor's partner network and subcontractors – Partner network*" below.

A wide offering and continuous innovation activities and development of solutions also provide Lamor with scalable possibilities to expand into new business areas and geographical markets, as the Company has the competencies required for acting as a system integrator in projects requiring new technology. As a system integrator, Lamor designs the process for the customer, finds suitable technological solutions and acquires the required technology and resources from its cooperation partners and contracts out the ordered systems. In the view of the Company's management, the scalability of the business as a system integrator facilitates Lamor's market-based expansion in the Company's target markets.

In particular, the Company's management sees chemical and mechanical recycling of plastic waste and carbon sequestration using, for example, pyrolysis technology, as significant opportunities in the near future. Lamor is starting pilot projects for cleaning up plastic waste in rivers in Bangladesh, Ecuador, Guyana, India, Indonesia and Senegal, of which the first ones have been started already in 2021 and the rest are intended to be started during 2021 and 2022. The Company also aims to develop the collection of plastic from landfills and municipal waste. Pilot projects related to the clean-up of plastic waste are described in more detail in "*– Environmental solutions provided by Lamor – Service business – Water treatment – Solutions for plastic issues in rivers*)" below.

Wide and satisfied clientele and order backlog consisting mainly of projects for clients in the public sector

Lamor's versatile clientele mainly comprises large international companies and customers in the public sector. At the end of September 2021, public sector customers[25] accounted for 95 per cent and private sector customers for 5 per cent of Lamor's order backlog of EUR 228.0 million. Lamor's customers in the private sector represent a versatile customer group including, among others, industrial companies, oil industry players, harbours and shipyards. Correspondingly, public sector customers also represent a versatile customer group including, for example, international and regional agencies, local authorities and coast guards. For the financial year between 1 January 2020 and 31 December 2020, Europe accounted for 28 per cent, the Americas for 45 per cent, Asia-Pacific for 20 per cent and the Middle East and Africa for 6 per cent of Lamor's revenue. The relative share of revenue is growing fastest in the developing market in South America and the Middle East particularly due to four significant long-term service agreements acquired during the current and preceding year. These service agreements are described in more detail in "*– Lamor's significant long-term service agreements*" below.

Lamor's customer satisfaction is on a high level. The Company asks its customers to evaluate the success of the projects on a scale of 1 to 4 or 5 in 17 sub-areas every year. Customer satisfaction has developed positively in recent years. The customer satisfaction surveys had an average score of 88 per cent in 2019, 94 per cent in 2020 and 97 per cent in 2021 for the time being. The Company is particularly praised for its quality, precision and capability to respond to requests for offers quickly and accurately. High-quality execution of projects improves customer satisfaction, and as a result, a significant number of Lamor's customers are recurring customers. According to the Company's management, previous references are a significant advantage for winning new tenders particularly in the case of global players.

[25] Public sector customers also include national oil companies.

Excellent success rate in tenders of the public sector enables fast expansion of the business

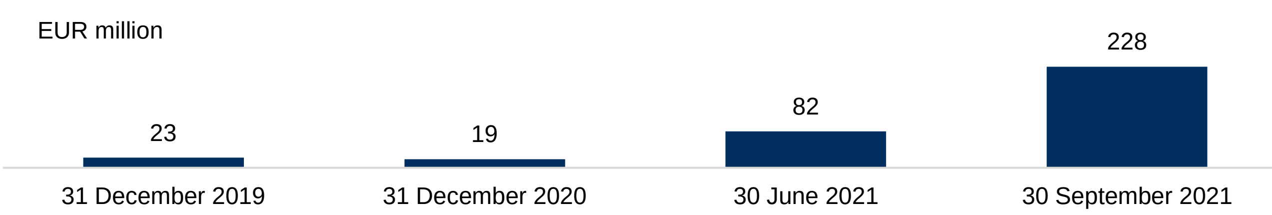
Lamor's management estimates that the Company has won over 90 per cent of the tenders in which it has participated during the last year, weighted by the value of the agreements. Acquired agreements include four significant long-term service agreements, which are described in more detail in "– *Lamor's significant long-term service agreements*" below. The Company's management estimates that Lamor will strongly focus on similar large and predictable tenders in the future.

The new service projects mentioned above will increase the Company's revenue significantly in the medium term during the next five years, resulting in a significant increase in revenue, assuming that the service agreements are executed as planned. The order backlog has grown more than 10-fold during the period between 1 January 2021 and 30 September 2021. Historically, the Company's backlog at the beginning of the year has represented approximately half of the revenue for the full year. At the end of December 2018, the order backlog was EUR 24 million, and in addition to that, the Company's sales and deliveries generated revenue of EUR 24 million during the next year. At the end of December 2019, the order backlog was EUR 23 million, and in addition to that, the Company's sales and deliveries generated revenue of EUR 23 million during the next year. At the end of September 2021, the order backlog amounted to EUR 228 million, of which the order backlog for 1 October 2021 to 31 December 2021 amounts to EUR 20 million, the order backlog for 2022 amounts to EUR 76 million and the order backlog for the following years amounted to EUR 132 million. According to the management, references from new significant long-term service agreements and other successful projects will give Lamor an excellent position in tenders for significant projects in the future.

According to the understanding of the Company's management, received from recent public tenders, Lamor's strong know-how and brand, as well as its reputation as a trustworthy partner among its customers may be significant reasons for winning tenders even with higher prices than its competitors. This is supported by the Company's success in large tenders, where meeting the quality criteria plays a big role. Good relationships and previous cooperation with large players in the industry may enable expansion of the current projects and winning tenders for new projects in the future. Lamor differentiates itself from its competitors operating in the waste management and water treatment market as an expert of oil industry that has managed to combine its oil spill response business with strong competencies in the waste management and water treatment market. Furthermore, the Company operates in geographical regions, such as South America and the Middle East, where the largest competitors have not yet expanded their operations significantly, and due to this, Lamor has achieved, based on the recent successful tenders recorded in order backlog of 30 September 2021, a strong market position in these regions.

The chart below sets forth the increase in Lamor's order backlog between 31 December 2019 and 30 September 2021.

Lamor's order backlog between 31 December 2019 and 30 September 2021



Strong financial profile supports the pursuit of future growth

Lamor's profitability has remained on a good level during the last years as a result of improving efficiency of operations and their reorganisation, as well as the prioritisation of new sales. Significant factors in the improvement of profitability included, in particular, efficiency improvements in personnel expenses in 2018 and 2020, the focusing of sales activities on the Company's most potential growth markets and general cost control. The service business' share of revenue has grown during the last few years, and it was 33 per cent in the year ended 31 December 2020. As a result of new significant long-term service agreements, the service business' share of revenue will increase significantly in the medium term, assuming that the service agreements are executed as planned.

The Company has succeeded in maintaining its strong profitability despite the coronavirus pandemic. The Company's adjusted EBITDA margin -% was 13.4 per cent (EBITDA margin -% 11.8 percent) for the nine months ended 30 September 2021, 14.0 per cent (EBITDA margin -% 12.3 per cent) for the financial year ended 31 December 2020 and 13.8 per cent (EBITDA margin -% 13.8 per cent) for the financial year ended 31 December 2019. The adjusted operating profit (EBIT) margin -% was 6.1 percent (operating profit (EBIT) margin -% 4.1 percent) for the nine months ended 30 September 2021 and 7.5 per cent (operating profit (EBIT) margin -% 5.3 per cent) for the financial year ended 31 December 2020 as compared to 7.7 per cent (operating profit (EBIT) margin -% 7.2 per cent) for the financial year ended 31 December 2019.

The Company's operating profit (EBIT) was EUR 1.4 million for the nine months ended 30 September 2021, EUR 2.4 million for the financial year ended 31 December 2020 and EUR 3.5 million for the year ended 31 December 2019. In the financial year between 1 January 2020 and 31 December 2020, there were non-recurring items related to mergers and acquisitions executed during the financial year. The Company's strong market position (please see "*Market and industry review*" – *Competitive landscape*") in business-critical equipment and services as well as cost efficiency through the Company's scalable fixed costs have enabled it to win tenders without compromising profit requirements.

Lamor has generated positive operating cash flow during the periods covered by the financial information included in this Offering Circular, excluding the period of nine months ended 30 September 2021, when the working capital was significantly binded due to the commencement of the project in Saudi Arabia. Net cash flow from operating activities amounted to EUR 6,036 thousand (IFRS) for the year ended 31 December 2020, EUR 1,222 thousand (IFRS) for the year ended 31 December 2019 and EUR 4,185 thousand (FAS)[26] for the year ended 31 December 2018. The strong cash flow is supported by, among other things, the Company's low investment needs related to new projects, strong profitability and efficient management of operating capital. The Company's role as a system integrator enables, in the view of the management, market-based expansion without significant investments in growth.

Lamor's strategy

Lamor's key target is to be the globally leading provider of comprehensive environmental solutions and to operate as a strong forerunner in sustainability. The Company's management believes that the following factors, in particular, are strategic key priorities for reaching the Company's strategic priorities:

Technological and international expansion of the business areas

Key part of Lamor's strategy is to continue market-based expansion and at the same time, to improve the offering and geographical coverage. The Company has historically succeeded in differentiating itself from its competitors with the help of these factors. Lamor aims to maintain its competitive advantages and redeem its promise to the customers by offering the most comprehensive solutions in the market. The Company's management sees possibilities for expansion particularly in environmental services, in which Lamor's strong competencies and international coverage enable efficient scalability of its present services. In particular, environmental services for soil and water clean-up form a significant market segment, which may increase the size of Lamor's addressable market through geographical expansion and identified significant projects. The identified significant soil clean-up projects are discussed below in section "*Market and industry review – Growth in waste management and water treatment markets and their growth drivers – Increasing environmental awareness*". Geographical expansion offers possibilities particularly in the growth markets in Africa, South America and the Middle East. Mechanical and chemical recycling of plastic waste and carbon sequestration through waste management also present significant opportunities to Lamor in the near future. The Company aims to increase its market share in the waste management and water treatment market and to maintain its present market share in the oil spill response market at the same time.

Lamor has successfully executed mergers and acquisitions, which have complemented its competencies and enabled expansion into new technologies and geographical markets. In 2015, the Company acquired Corena Group to expand its service business into Latin America, and in 2020, it entered into a licencing agreement with Harbo Technologies for globally launching a solution for fast oil spill response. In 2020, Lamor acquired Vodaflo Oy (at present Lamor Water Technology Oy). This acquisition strengthened Lamor's competencies and offering in the water treatment business. In 2021, Lamor invested EUR 0.4 million in Pyroplast Energy Ltd (Clean Planet Energy) by a share purchase, and in connection with this, the parties entered into a licensing agreement providing Lamor with know-how in pyrolysis technology. In addition to this, the licensing agreement enables the utilisation of Clean Planet Energy's pyrolysis technology in selected markets. As a part of Lamor's growth strategy, the Company reviews possibilities for executing business acquisitions in attractive segments to support its strategy. The main purpose of the business acquisitions is to increase and support the Company's present know-how and network. Furthermore, Lamor only focuses on companies whose strategy, values and culture match with Lamor. Committing the management and key employees of the targeted company to Lamor is also particularly important.

Winning significant new long-term service agreements

Lamor's service business accounted for 33 per cent of Lamor's revenue for the financial year ended 31 December 2020, and Lamor aims to significantly increase the share of the service business of its revenue in the near future and move the main focus of its business from an equipment supplier to a provider of services and comprehensive solutions. As a part of its expansion strategy, Lamor is committed to implementing projects with a larger scale than previously. By the date of this

[26] Cash flow from business operations (A).

Offering Circular, Lamor had entered into four significant long-term service agreements in 2020 and 2021, which are described in more detail in "– *Lamor's significant long-term service agreements*" below. In addition to the items described above, Lamor aims to expand its service business and to participate in tenders for similar particularly extensive service agreements also in the future. Lamor is well positioned to implement this transition through its key strengths and growth drivers. Lamor's strengths are described in "– *Lamor's strengths*" above and growth drivers in "*Market and industry review*" above.

As relevant recent references are a material selection criterion in tenders on public procurement, Lamor believes that the four significant long-term service agreements described below improve Lamor's possibilities of winning similar tenders for similar large service agreements in the future. The significance of Lamor's customers in the public sector is expected to increase in line with the growth of its service business. As the significance of Lamor's customers in the public sector increases, Lamor will likely participate in an increasing number of tenders for public procurements, and as a result, Lamor's key strength in succeeding in large tenders will rise to a significant role in the development of Lamor's revenue. This is also supported by the breakdown of revenue in its order backlog, of which, at the end of September 2021, 95 per cent of the order backlog originated from public sector customers[27] and 94 per cent from the service business.

The stronger balance sheet resulting from the Offering is expected to enable the Company to make offers for new service projects and financing the need for working capital in the commencement phase of future projects, possibly won in the future, and guarantees. At this moment, the size of Lamor's balance sheet limits the availability of guarantees for offer period and work phase.

Optimisation of resource usage

The aim of all Lamor's business operations is to decrease emissions. The Company's sustainable business model comprises the provision of preparedness, remediation and restoration services, which all effectively decrease carbon emissions. Preparedness services comprise equipment and services for oil spill response, which decrease the amount of emissions into the environment in connection with oil leaks. Remediation services comprise the collection, treatment and clean-up of soil, water and waste. The Company always aims to maximise the reuse of materials in its projects.

Lamor strives to be an increasingly stronger player in sustainability in the future. The Company already has a strong positive net impact on society.[28] Since the beginning, strong corporate responsibility has been one of the Company's key values, and its relevance has increased continuously in recent years in line with increasing awareness of sustainability. Decreasing emissions and the carbon footprint, and in the long term, achieving carbon neutrality with carbon sequestration technologies, play key roles. The production of biochar with pyrolysis from biomass accumulated in connection with the collection of plastic from rivers represents a long-term growth opportunity, and the Company is already investing in it.

In addition to the environmental friendliness of the Company's own business, Lamor's strategy includes continuous development of the Company's own sustainability targets and their reporting in cooperation with its stakeholders. The strategy and governance model related to this are confirmed by the Company's Board of Directors, and at present the Company develops, among other things, its capabilities to report its key figures on sustainability relating to, for example, emissions, and it plans to publish its first sustainability report in connection with its annual report for 2021.

Continuous improvement of operational efficiency and profitability

According to the Company's management, delivering large environmental service projects requires an international network, references, technical know-how and ability to combine technologies together with business partners into commercial solutions for the customer's environmental problems. Lamor has developed all of these abilities as part of its long-term business, especially during the last five years. According to the view of the Company's management, the current capacity of the organisation is mainly suitable for the needs of significantly wider business compared to recent years. Therefore, the Company has scalable fixed costs as well as strong profit expectations when offering new projects as compared to the present profitability. The Company's competent personnel, strong brand and extensive partner network also maintain competitiveness in markets with small local players that feature less competition. Furthermore, Lamor aims to improve its operating activities and efficiency continuously, which is reflected in the improvement of its profitability between 2018 and 2020. The growth of the service business and scalable fixed costs support this strategy by decreasing the relative share of fixed costs of the revenue.

Lamor's key tool for developing and maintaining the efficiency of its operations is the project management and communication platform called Hailer, the development of which was originally started as Lamor's internal project (the "**Hailer platform**"). Close cooperation in the present development of the platform provides Lamor with a tailored customer

[27] Public sector customers also include national oil companies.

[28] Source: The survey of Upright Project in August 2021 commissioned by the Company.

experience and efficient integration between various technologies and processes. In addition to Lamor, its partner network and several external customers have deployed the Hailer platform for their own use, which enables the processing of all project-related tasks in a single tool. The Company's management sees that wider deployment of the platform among the customers will give Lamor potential to increase the efficiency of processes.

Financial targets

This section contains forward-looking statements that involve risks and uncertainties. Lamor's actual results may differ significantly from the results presented in the forward-looking statements due to factors that are discussed in other parts of this Offering Circular, in particular "Risk factors", "Certain additional information – Forward-looking statements" and "Operating and financial review – Key factors affecting the results of operations". All of the business objectives stated in this section are targets and therefore should not be considered forecasts, estimates or calculations concerning the Company's future financial position.

Lamor's Board of Directors has defined the following financial targets for the Company:

- *Growth:* Increase of annualised revenue to over EUR 100 million as soon as possible, and after achieving the EUR 100 million level, annual growth significantly faster than the market growth.
- *Profitability:* Adjusted EBITDA margin -% of over 16 per cent and adjusted operating profit (EBIT) margin -% over 14 per cent.
- *Capital structure:* Achieving a capital structure suitable for the Company's strategy, targets and risk profile by maintaining a strong balance sheet.
- *Dividend policy:* The Company aims to distribute annual dividends, while keeping growth as the Company's most important target.

Lamor's order backlog developed favourably in 2021. The order backlog amounted to EUR 19.4 million at the end of December 2020 and EUR 228.0 million at the end of September 2021. Of this order backlog, EUR 20 million is scheduled for the period from 1 October 2021 to 31 December 2021, EUR 76 million is scheduled for the financial year between 1 January 2022 and 31 December 2022 and EUR 132 million for the subsequent years.

The Company's adjusted EBITDA margin -% was 13.4 per cent for the nine months ended 30 September 2021 and 15.2 per cent for the nine months ended 30 September 2020 and adjusted operating profit (EBIT) margin -% was 6.1 per cent and 9.1 per cent in the corresponding periods. The Company's operating profit (EBIT) margin -% was 4.1 per cent for the nine months ended 30 September 2021 and 8.6 percent for the nine months ended 30 September 2020.

For more information on the Company's financial results and key figures for the nine months ended 30 September 2021 and 30 September 2020 as well as years 2018–2020, see "*Selected financial information*".

Environmental solutions provided by Lamor – Service business

Overview of services and solutions provided by Lamor

Lamor provides its customers with environmental solutions including oil clean-up, waste management and water treatment solutions. Lamor's business is divided into the equipment business and the service business. The equipment business covers various equipment used for oil recovery, waste management and water treatment. Lamor's equipment business is described in "*– Lamor's equipment offering – Equipment business*" below. This section describes Lamor's service business, which offers its customers versatile environmental solutions and services, consist of, according to the customer's needs, clean-up, remediation and preparedness services related to oil spill response, services for the treatment of hazardous and non-hazardous waste, tailored and adapted water treatment solutions and equipment deliveries related to the solutions. In 2020, Lamor's equipment business accounted for 67 per cent and the service business for 33 per cent of Lamor's revenue (for more information, see "*Sales and customers – Breakdown of revenue between equipment and service businesses*").

Lamor operates globally, and it has strategically located offices throughout the world. Through its network of local partners, Lamor offers its customers a wide selection of solutions which can be tailored according to the individual needs of each customer. Thanks to its partner network, Lamor can provide its customers with comprehensive solutions combining the know-how, resources and technologies of Lamor and the companies in its partner network. As a solution provider, Lamor strives to assess the needs of the customer, design the most efficient solution and assume total responsibility for the project management in cooperation with its local partners all around the world.

Lamor coordinates the entire value chain of the services from business development to sales, tenders, agreement phase and project implementation. In the development of its business and in cooperation with its technology providers, Lamor, among other things, manages its relations to stakeholders, sells consulting services as a system integrator and communicates actively with its global network. Lamor has good relationships with several of the largest contractors and industrial companies in its field of business, as well as a global network of sales offices, and it also uses sales agents and distributors in its sales (for more information, see "– *Sales and customers – Sales organisation*"). In the tendering phase, Lamor utilises its in-house calculation and industry experts, who prepare procurement plans and the offer. For the agreement phase, Lamor has established review processes, capabilities for planning the financing and the project organisation with solid expertise. In the agreement phase, Lamor also cooperates with its subcontractors and partner network and utilises joint venture models when necessary. Lamor has well established capabilities for project management as well as flexible access to resources, through its partner network, and in addition, the project organisation plays a key role in the implementation phase of the project. Lamor often operates together with its subcontractors in the implementation project phase (for more information on the partner network and subcontractors, see "– *Lamor's partner network and subcontractors*"). In the project implementation phase, Lamor's key priority is the quality of its services.

Expected growth of the service business

Lamor aims to significantly increase the share of its service business of its revenue in the near future and to shift the main focus of its business from an equipment supplier to a supplier of services and end-to-end solutions (for more information, see "*Lamor's strategy – Winning significant new long-term service agreements*"). Orders in the equipment business accounted for 6 per cent and agreements in the service business for 94 per cent of Lamor's order backlog at the end of September 2021.

In addition to the existing order backlog, the Company's management sees several expansion opportunities in Lamor's service offering. Lamor believes that its wide partner network enables fast market-based expansion into new environmental solutions (such as the remediation of environmental damage and soil clean-up) (for more information, see "*Lamor's strengths – Wide offering and global network support implementation of demanding projects*").

The clean-up of oil spill accidents and the closure of oilfields, refineries and gas stations also result in environmental issues, which must be solved after the clean-up and closure measures. Due to this, Lamor's management estimates that the increasing demand for services related to oil spill response will also increase demand for services related to waste management. Due to its global operations, Lamor can respond to its customers' demand for waste management very locally throughout the world. Lamor also offers services for the treatment of waste generated in connection with the clean-up of industrial sites. However, the clean-up of industrial sites is not a focus area of Lamor's waste management business.

Other waste than oil-related waste is also collected in connection with waste management measures, such as water contaminated by chemicals or municipal waste. In the view of Lamor's management, Lamor could also expand its operations into the management of other waste with its existing equipment and technologies. Lamor aims to expand its operations, for example, into the processing of plastic waste. Lamor has developed a solution for collecting plastic waste present in river environments, where the reuse of disposed plastic material as raw material plays a key role. Lamor also operates as a system integrator managing the value chain of the users of plastic waste. The Company is starting pilot projects for the clean-up of plastic waste in rivers in Guyana, Ecuador and Senegal, as well as in cooperation with RiverRecycle Oy in India, Bangladesh and Indonesia. The pilot projects are aimed to study the feasibility of Lamor's various technologies for collecting plastic waste in river environments, as well as examining the refining and sorting of the collected plastic from the perspective of the entire recycling process.

Lamor's management also sees potential for expansion in services related to water treatment. For example, Lamor can utilise its oil recovery equipment in the treatment of wastewater containing oil. Lamor's systems developed for the removal of hydrogen sulphide can be used in the treatment of municipal wastewater, and reverse osmosis (RO) systems, oil spill booms and skimmers can be used in aquaculture applications. Lamor's equipment offering is described in more detail in "*Lamor's equipment offering – Equipment business*".

The expected growth of the service business is described in more detail in "*Sales and customers – Breakdown of revenue between equipment and service businesses – Estimated breakdown of revenue in the short term (1–3 years) and the long term (3–5 years)*".

" below.

Oil spill response

Overview of Lamor's oil spill response services

Oil spill response has been a part of Lamor's service and equipment offering since the early phases of the Company's operations. In its early days, Lamor developed the skimmer, a simple collection device for collecting oil spilled in water, which created the foundation for Lamor's global operations and development of its operations. At present, Lamor offers efficient solutions for oil spill response in all situations and environments. Furthermore, Lamor provides its customers equipment leasing services, services related to the establishment of oil spill response centres and expert and consulting services related to oil spill clean-up, remediation of contaminated soils and treatment of waste containing oil. In addition to the clean-up of oil spills, Lamor offers and arranges for its customers extensive training and consulting services relating to methods used in oil spill response, optimal use of the equipment and resources and various levels of risk management all the way to the management of major risks and the implementation of response operations.

The view of the Company's management, based on the achieved success in recent large tenders, is that Lamor is one of the only companies in the world that can provide comprehensive environmental solutions for oil industry, of which sectors are the preparation of risk assessments and preparedness plans, establishing preparedness capabilities, response, confinement of the spill, oil recovery, clean-up of the environment and, finally, processing of generated waste or its delivery for further processing. Professional and consulting services are offered in connection with accidents that have occurred at onshore facilities, on coasts and in harbours, terminals, as well as in rivers and on the open sea. The Company has won 100 per cent of recent large tenders, to which it has participated. In addition, the Company is the world's largest provider of oil spill response equipment and produced various ranges of solutions in very different environments for years.

Services for improving preparedness

In addition to the services related to already occurred accidents, Lamor provides its customers services related to preparedness by helping the customers establish oil spill response capabilities for possible oil spills. The global increase in environmental awareness has forced governments to pay attention to not only already contaminated soil and water areas, but also to the efficient prevention of new accidents and environmental pollution in the future. The growth drivers of Lamor's business are described in more detail in "*Market and industry review*". Due to its comprehensive equipment offering and wide expertise, Lamor is able to offer its customers tailored environmental solutions related to preparedness capabilities for a wide variety of needs. Due to its wide expertise and equipment offering, in addition to traditional oil spill response readiness services, Lamor is also able to offer services related to preparedness for managing other environmental risks.

Oil spill response capabilities are internationally assessed using a 3-tier scale for preparedness. Preparedness is on Tier 1 if the resources needed for the management of local spills and/or first response are in place. Preparedness is on Tier 2 if national or regional resources required for complementing the Tier 1 capabilities are in place. Preparedness is on the highest Tier 3 if global resources needed for oil spills requiring a significant additional response due to the extent, complexity and/or potential impact of the incidents are in place.

From its local warehouses situated across the world, Lamor can offer and deliver to its customers equipment with short or medium term of lease matching the needs of the customers to enable the establishment of Tier 1 preparedness in the customer's premises. Through its local offices and warehouses situated across the world, Lamor can also offer and deliver to its customers services for Tier 2 preparedness by providing the customer with the equipment and personnel required for this Tier. Lamor can also offer and provide its customers with equipment and personnel for Tier 3 preparedness with the help of its extensive regional and international partner network. This way Lamor ensures that its customers can act quickly and efficiently in emergencies.

In March 2021, Lamor concluded an agreement with Saudi Arabia's National Centre for Environmental Compliance (NCEC) for strengthening oil spill response capabilities in the Red Sea. The purpose is to establish equipment and resource capabilities for oil spill response in the region. The project is described in more detail in "– *Lamor's significant long-term service agreements*" below.

Soil and water clean-up – management of emergencies

Oil spill response operations always start with a risk assessment and the preparation of a preparedness plan. The purpose of the risk assessment is to estimate the extent of the oil spill and determine the risks related to the operation. After the extent of the operation and the risks involved in it are identified, the execution of the oil spill response operation is planned, including the personnel and equipment resources required by it, and the execution schedule, i.e., the capabilities for executing the oil spill response operation are established. Once the capability has been established, next phase is the response phase. In the response phase, the planned resources are transported to the location of the oil spill response operation, where the oil spill is first contained and then its expansion is prevented. Containment of the oil spill enables efficient collection of the spilled oil at the incident site. After the spill is contained, oil is collected from the incident location and contaminated water or soil is transported to a processing facility, where the contaminated material is cleaned. Alternatively, the clean-up can be executed at the incident location. After cleaning, the contaminated soil can be relocated to the site and the site can be returned to public use. And finally, Lamor takes care of transporting the waste collected in the clean-up operation for recycling or to a permanent disposal are or delivers it for further processing.

Oil and chemical spills and the response capacity required by them are classified internationally to three levels. A Tier 1 spill means that a maximum of 10,000 kilograms of oil or chemical has been spilled into the environment, a Tier 2 spill means that a minimum of 10,000 kilograms and a maximum of 1 million kilograms of oil or chemical has been spilled into the environment, and a Tier 3 spill means that over 1 million kilograms of oil or chemical has been spilled into the environment. Lamor can respond to oil and chemical spills of all sizes whether they are Tier 1, 2 or 3 spills, as it can deliver to its customers dispersion equipment, personnel, dispersion chemicals, vessels, aeroplanes and logistics. Through its offices and warehouses located all around the world, Lamor can assume responsibility for the command post, background processes and waste management related to the incident with a very fast reaction time.

Soil and water clean-up – responsibility for remediation

In the Company's view, the increase in environmental awareness, higher respect for environmental diversity and international targets for reducing climate emissions have resulted in more serious attitudes towards remediation liability for contaminated soil and water (see also "*Lamor's strengths – Significant future opportunities for the Company's solutions promoting sustainability*"). In the view of the Company's management, globally increasing demand for sustainable technologies, which can be used to enable the limitation of remediation liabilities for contaminated soil and water, also supports demand for Lamor's services related to clean-up of soil and water. Increased environmental awareness has forced governments to pay attention to contaminated soil and water. As a result of this, awareness of the size of remediation liabilities has increased particularly in developing countries. The Company's management estimates that measures related to the clean-up of old damages will create a growing market for innovative and sustainable problem-solving means offered by Lamor. With its wide equipment offering and experience in the clean-up of soil and water, Lamor can provide its customers solutions for limiting their remediation liabilities. The growth drivers of Lamor's business are described in more detail in "*Market and industry review*".

In July 2021, Lamor entered into agreements on projects related to soil clean-up in North and South Kuwait together with Khalid Ali Al-Kharafi & Bros. Co. Lamor acts in the projects as a repair contractor. The project is described in more detail in "– *Lamor's significant long-term service agreements*" below.

Equipment leasing

Lamor offers companies requiring Tier 1 oil spill response services specifically tailored equipment packages suitable for the operating environment in question. Solutions provided by Lamor include an extensive selection of oil skimmers, oil booms, pumps, energy sources, landing vessels, work boats and storage and auxiliary equipment (see "– *Lamor's equipment offering – Equipment business*"). Lamor's equipment warehouses are located strategically all around the world and its growing network of oil spill response centres support the Company's capability to respond very quickly to the needs of its customers as necessary. Usually, the equipment can be delivered immediately from Lamor's warehouses located across the world. In connection with equipment leasing, Lamor also offers its customers training/induction for the use of the equipment, including deployment exercises and continuous maintenance of the equipment.

Oil clean-up centres

Through its subsidiaries and associated companies, Lamor can establish oil spill response centres across the world, which offer Tier 1 and/or Tier 2 oil spill response capabilities according to local and international requirements and standards. A centre can be established for short-term projects or longer-term needs. Lamor provides cost-effective oil spill response capabilities for accidents occurring onshore, on coasts or at open seas. With the services provided by Lamor, its customers can respond efficiently to all kinds of oil spills or emergencies. In locations where Lamor has Tier 2 oil spill response capabilities with the required equipment and services already in place, Lamor can offer its customers the possibility to participate in this preparedness arrangement. In this case, Lamor concludes with the customer an agreement on preparedness, under which certain equipment and services of the oil spill response centre specified in the agreement are available to the customer for the clean-up of oil spills that have already occurred or will possibly occur in the future.

Training and consulting

Lamor also offers and arranges for its customers extensive training and support services based on successful oil spill response operations and consulting experience over many years. Training is available from induction into oil spill response techniques, optimal use of equipment and resources and management of risk on various levels to the management of large risks and execution of response operations. Through the extensive experience, knowledge and practical background of its technical personnel and experts, Lamor can ensure tailoring of the training according to the customer's needs and business requirements. Through its offices located across the world and its extensive partner network, Lamor can offer training throughout the world and in several different languages.

Lamor is an oil spill response trainer approved and certified by the UK's Nautical Institute's Maritime and Coastguard Agency's ("**MCA**") standards. Training offered and arranged by Lamor is internationally recognised and/or approved by the competent authority or agency, and it is updated regularly. With this Lamor ensures that the content of the training covers the most applicable areas, materials, cases and experiences, and that the training received by the customer and the participants is as effective and useful as possible.

Waste management

Overview of Lamor's waste management services

In addition to services related to oil spill response, Lamor offers integrated management services of hazardous and non-hazardous waste to the oil and gas industry and other industrial customers. Lamor offers durable solutions tailored to the customer's needs for waste recovery, utilisation and recycling.

Various types of solutions complying with the requirements of local, national and international standards can be used for decreasing the amount of hazardous and non-hazardous waste and for its reuse, classification, recycling and transportation. Lamor cooperates with its customers and analyses the contents and volume of the customers' waste generated over a certain period of time and prepares on the basis of this a service solution to achieve the customer's strategic targets for waste management. Lamor strives to identify the best available waste management technologies and possibilities to add value by recycling and reusing the materials. Lamor aims to decrease the environmental impacts of the waste and optimise its utilisation with all of its services related to waste management in cooperation with the customer.

The waste hierarchy refers to a priority order, which aims to limit the generation of waste and promote the recovery of waste. According to the principles of the waste hierarchy, the first priority is to decrease the amount of generated waste and its harmfulness. However, should waste be generated, the waste should primarily be prepared for reuse and secondarily recycled. If recycling is not possible, the waste should be utilised in other ways, such as in energy recovery. If it is not possible to utilise the waste, it must be disposed of.[29] Lamor applies the waste hierarchy principles in its operations and manages waste from end-to-end, ensuring whenever possible that the generation of waste is prevented or minimised on-site, and recovery, recycling, processing and disposal are implemented in an environmentally acceptable way. Lamor also aims to ensure that waste is transported safely, reliably and in compliance with applicable regulations.

In 2020, Lamor processed 28 thousand tons of waste. Lamor offers waste management services to the following industries, among others: oil and gas exploration and production, the petrochemical industry and refining, industrial manufacturing and production, utility services and the public sector. The services related to Lamor's waste management cover the following areas:

- management and disposal of hazardous and non-hazardous waste;
- recovery and recycling of waste materials, including harbour waste reception under the MARPOL convention (defined below);
- consulting, planning and training services for waste management; and
- solutions for waste management.

Processing and disposal of hazardous and non-hazardous waste

In the view of the Company's management, Lamor is a forerunner in the management technologies of hazardous and non-hazardous waste, in which the potential recycled raw material in the waste flows is utilized. Lamor has extensive experience in arranging the management of non-hazardous waste and operations related to it. Lamor serves, among others, the following industries in the management of non-hazardous waste: oil and gas, industrial manufacturing and production, utility services and the public sector. The definition of hazardous waste usually depends on the legislation of each jurisdiction, and due to this, hazardous waste does not have a standard international definition. Non-hazardous waste is typically defined as all waste which is not classified as hazardous.

Lamor aims to manage and dispose of all waste in a safe, efficient, sustainable and environmentally friendly manner. In accordance with the waste hierarchy, Lamor aims to reuse as much of the waste as possible and thus to minimise the amount of waste which needs to be disposed of. Lamor selects the best technology for the situation of each customer, and it can process the waste either on-site or transport it to another location depending on the customer's wishes and requirements. Lamor has access to several technologies and it is able to plan, build and operate various waste management facilities and solutions.

[29] The principles of waste hierarchy are based on the EU's framework directive for waste (Directive 2008/98/EC of the European Parliament and of the Council of 19 November 2008 on waste and repealing certain Directives (Text with EEA relevance)).

Lamor has entered into a licencing agreement with Pyroplast Energy Ltd (Clean Planet Energy), under which it can utilise Clean Planet Energy's pyrolysis technology. With pyrolysis technology, it is possible to produce fuel from, for example, plastic waste, bio-waste or rubber. In pyrolysis, the material is vaporised by heating, and then condensed back to liquid form.

At present, Lamor is planning pilot projects which aim to convert plastic collected from river environments to value-added material.

Intake and recycling of waste materials

The increase in environmental awareness has resulted in, among other things, higher appreciation for resource efficiency and consequently a change in attitudes towards waste. Waste is now seen in many places throughout the world as a material adding value, which can be reused and recycled. Lamor also strives to find ways to add value to the waste it manages on behalf of its customer when this is possible. Lamor cooperates continuously with various stakeholders to increase the resource efficiency of various types of waste, such as plastic or recovered oil. In order to increase resource efficiency, Lamor continuously seeks long-term sustainable waste management solutions which enable maximal recovery of resources.

Lamor has developed for its customers solutions that enable the management of waste outside the supply chain and utilise the waste generated by the customers more efficiently. Lamor also develops training and awareness programmes related to waste to help producers of waste reduce, reuse, recover and recycle waste whenever practically possible.

Lamor also offers waste reception solutions to harbours. Typically, each port authority is obliged to arrange waste reception services in the harbour under the International Convention for the Prevention of Pollution from Ships adopted in 1973 (the "**MARPOL Convention**"). Under the MARPOL Convention, each port authority must ensure the availability of sufficient waste reception services according to the needs of the vessels and arrange services capable of receiving waste from vessels normally using the harbour. Waste types and volumes are defined taking into account the needs related to the operations of the harbour's users, the size and location of the harbour and the types of vessels it serves. Lamor provides services related to planning, implementing and operating of receiving services of harbour waste governed by the MARPOL Convention. Lamor cooperates continuously with governments, the public sector and defence forces for the safe and efficient implementation of services complying with the regulations.

Consulting, planning and training services and end-to-end solutions for waste management

Lamor also provides its customers with consulting, planning and training services for waste management. Lamor is able to support its customers in preparing and implementing a suitable waste management strategy, applying for permits and obtaining approvals for plans and training personnel. Lamor may also involve in the planning various experts and partners from different fields of expertise, who help Lamor's customers in the formulation and implementation of the waste management strategy.

In addition to the individual waste management services provided by Lamor to its customers, it can also arrange end-to-end solutions for waste management. With these solutions, Lamor can provide its customers with various economies of scale ranging from a streamlined administration and workforce model to combining resources, which can minimise the capital expenditures and operating costs related to the solution used by Lamor's customers.

Water treatment

Overview of Lamor's water treatment services

The need for water treatment and cleaning solutions has increased as a result of climate change. [30] Lamor's target is to be a forerunner in environmental solutions for water treatment, in particular. Lamor sees the water cycle as an endless process, and due to this, the Company believes waters must be protected to ensure the production and supply of clean water also in the future.

Lamor provides tailored and adapted water treatments solutions for the varying needs of its customers. Lamor offers its services and help to various sectors from municipal potable water and wastewater treatment to the large industrial customer segment. In 2020, Lamor treated 8 thousand tons of water.

[30] Source: https://www.worldwildlife.org/threats/water-scarcity.

Solutions for plastic issues in rivers

Lamor provides its customers with solutions for the remediation of plastic issues in rivers. For the clean-up of rivers, Lamor has developed a solution where the reuse of disposed plastic as a resource plays a key role. With the solution, plastic floating in the water is gathered together, collected and sorted in the river, and after this, Lamor recycles the plastic or refines it into fuel on its own or together with its partners. In this way, recovered plastic is not only removed from the environment, but also reprocessed to a raw material. The same project can create jobs in the region and promote a cleaner environment. Lamor also operates as a system integrator, managing the value chain of the users of the plastic waste.

The basis of the solutions provided by Lamor is to first gather, recover and sort plastic in rivers before it reaches the sea. It is important to manage plastic waste before it reaches the sea, as it is more efficient to recover plastic waste in narrow rivers than in open waters. Lamor's oil recovery equipment can be used for collecting plastic waste with small modifications.

Some of Lamor's projects related to the recovery of plastic waste from rivers have been implemented in cooperation with RiverRecycle Oy. The purpose of the cooperation is to develop technological solutions for tackling plastic issues in rivers and to utilise the soil and water clean-up know-how of both companies.

Lamor is starting pilot projects related to the recovery of plastic waste in rivers in Guyana, Ecuador and Senegal, and furthermore in cooperation with RiverRecycle Oy in India, Bangladesh and Indonesia. The first projects were already started during 2021. The purpose of the pilot projects is to investigate the feasibility of Lamor's various technologies for recovering plastic waste in river conditions. Business Finland selected Lamor's pilot projects related to the recovery of plastic waste as the winner of their growth engine competition in December 2020. The total project aims to create a business ecosystem of EUR 1 billion to solve issues caused by plastic pollution in waters. Lamor acts as an integrator in the value chains.

Lamor's solutions for the treatment of potable water

Sustainable use of water requires that an increasing amount of potable water is produced from surface waters. Groundwater wells are usually the cheapest alternative for producing potable water, but due to the scarcity of groundwater resources, it is not a sustainable solution in the long term, and as a result, Lamor is focused in its technologies on the treatment of surface waters. Lamor's offering includes solutions for the treatment of sea water, fresh water and recycled water.

Lamor offers its customers, for example, reverse osmosis systems (RO) for the removal of salt from sea water. Lamor delivers RO systems producing up to 150 cubic meters of potable water per hour, and the systems also enable the production of potable water from difficult sources of raw water. The same technology is used in cruise ships, the energy industry and the metal industry.

Lamor can also deliver to its customers transportable water treatment systems, which can be installed in sea containers or provided as skid i.e., module, installations. With its process know-how, Lamor can combine automation and measuring systems with container solutions tailored to the customer's needs, and which can be rapidly deployed. The container systems can typically clean 1–50 cubic meters of water per hour, and almost any surface water can be used as the raw water source.

Lamor's solutions for the treatment of municipal wastewater

Wastewater treatment plays a key role in the fight against pollution in nature. In the water cycle, wastewater is released into rivers, lakes or oceans, and all untreated pollutants end up in the natural cycle. The treatment of wastewaters with appropriate methods can minimise the impacts of industry on waters and start improving the situation in many already polluted regions. Lamor has a wide offering of methods for cleaning municipal wastewater and can provide its customers with many solutions, such as the removal of hydrogen sulphide, prevention of corrosion in pipelines, disinfection of wastewater and boom solutions for settling basins.

Lamor offers its customers, for example, automated peroxide systems for monitoring water quality in real time and dispensing optimal amounts of chemicals in the water flow even if the water quality varies. Lamor's peroxide technology can be utilised for water treatment in several areas, such as for the removal of toxic gases (hydrogen sulphide, ammonia) from wastewater, various disinfection solutions, such as disinfection of wastewater and removal of Legionella bacteria, and for removing difficult microbiological pathogens from wastewater. The peroxide solution can also be used together with the traditional UV treatment of wastewater, combining the best aspects of these two disinfection solutions and minimising the cost of UV treatment by decreasing, among other things, the consumption of electricity. Wastewater treatment facilities can also be installed in transportable containers, and as such, it is also possible to deliver wastewater treatment solutions to remote locations and use them, for example, on the open sea and in harbours.

Solutions for industrial wastewater treatment

Lamor also provides its customers with water treatment solutions developed specifically for industrial needs. Lamor's offering includes, for example, tailored solutions for treatment of oily waters, the treatment of wastewater flows containing metals for example in the textile industry and the treatment of water containing fats, oil and other organic contaminants, for example, for the needs of fisheries and the fish processing industry.

Lamor's solutions for safe water intake

Lamor has also developed solutions for safeguarding water intake areas. Safe water intake solutions have been developed for water intake in open waters, which involve a risk of the occurrence of floating materials or oil in the water. Lamor's solutions for safeguarding water intake also provide protection against other impurities, such as floating organic materials, chemicals and litter. Water intake can be protected by, for example, using Lamor's safety booms recommended for the protection of the outer perimeter of facility areas, fixed booms providing continuous protection against oil and other floating impurities or open sea booms recommended for water intake areas located further from the coast and designed specifically for oil terminals, refineries, power plants and other similar permanent installations.

Lamor's equipment offering – Equipment business

Overview of Lamor's equipment offering

Lamor's business is divided into the equipment business and the service business. This section describes Lamor's equipment business, which sells various equipment used for oil spill response, waste management and water treatment to Lamor's customers. Lamor's equipment business accounted for 67 per cent of the Company's revenue for the year 2020 (for more information, see "*Sales and customers – Breakdown of revenue between equipment and service businesses*"). Lamor's service business is described in "– *Environmental solutions provided by Lamor – Service business*" above.

The value chain of the equipment business comprises business development and sales, planning, production, delivery and deployment, as well as maintenance and spare part services. Lamor has good relationships with several of the largest contractors and industrial companies in its field of business, as well as a global network of sales offices, and it also utilises sales agents and distributors in its sales (for more information, see "– *Sales and customers – Sales organisation*"). Lamor strives continuously to develop new solutions for the individual environmental challenges of its customers and expand the applicability of its existing solutions in new areas. In its role as a system integrator, Lamor helps its partners to develop solutions for the customers' challenges. In the design phase, Lamor utilises third party technology providers, and it can design equipment and solutions both in-house and through outsourcing.

Lamor has a global network of production locations, which also have capabilities for equipment storage. Lamor's production is based on own production and the use of established subcontractor network. Lamor owns all intellectual property rights entirely that are material for its equipment, and it is in charge of quality assurance for its products, also to the extent that the production of the equipment is outsourced to third parties outside the Company. Lamor's equipment warehouses, which are located strategically across the world, support the Company's capability to react and act, when necessary, very quickly and cost efficiently in the event of an accident. The equipment can usually be delivered immediately from Lamor's local warehouses located all around the world. Lamor uses its distribution and delivery partners for distributing its equipment. Lamor assists its customers in the installation of the equipment and also provides training related to the use of the equipment in connection with the equipment deliveries, as well as further training after installation of the equipment. Through its global office network, Lamor maintains continuous relationships with its customers and provides them with maintenance and spare part services. Lamor utilises sales agents for further sales.

Lamor's equipment offering comprises equipment for oil recovery, waste management and water treatment. In the view of Lamor's management, Lamor is the market leader with the widest offering of equipment for environmental clean-up in the market. The equipment offered by Lamor to its customers are described below. Lamor delivers its equipment both to public and private sector customers. Lamor has delivered its equipment to over 100 countries globally.

Oil recovery equipment

Lamor's equipment offering includes an extensive selection of tested and certified oil skimmers, oil booms and reels, pumps, power packs, landing craft and vessels, work boats, oil recovery ships, equipment for temporary storage of oil and auxiliary equipment.

Lamor's equipment offering also includes vessel-mounted oil spill response systems intended for use on the open sea, in particular, allowing the entire vessel to be converted for collecting oil. Lamor has sold more than 1,800 vessel-mounted oil spill response systems to a total of 120 countries. Similarly, Lamor's product offering includes versions used in harbours, rivers and on coastal areas. For these conditions, Lamor offers rapidly deployable, and flow resistant booms and skimmers designed for flows, which are also able to process waste. Lamor always designs and builds the preparedness containers containing the equipment used in these conditions according to the customer's needs, as conditions in harbours, rivers and on coasts vary considerably from one site to another, due to the location, water currents, waves, tides and products to be treated. Lamor's product offering also includes soil remediation systems developed for cleaning up the soil or the accident site which can be used to remediate soil contaminated by oil or chemicals.

Lamor also offers a wide selection of various oil recovery equipment designed to be used in extreme arctic conditions. The Company has more than three decades of experience in arctic oil spill response operations, including cooperation with governments, authorities, the oil and gas industry and the marine industry. Lamor's arctic oil recovery systems cover various icy conditions and some of them are remote controlled, guaranteeing safe operation. The recovery systems are suitable for winter use thanks to their heated storage containers.

Lamor's range of equipment also includes products that are particularly suited for industrial applications. Lamor's selection of industrial systems facilitates emissions management and improves the operation of the process by removing oil or chemicals that are not part of the process.

Oil skimmers

The most successful solutions of Lamor are the skimmers it has developed, which are used to collect oil spilled in waters. As at the date of this Offering Circular, Lamor's equipment portfolio includes several different skimmers that are designed to be used in various conditions using different recovery techniques and for different oil recovery purposes. The Company's management believes that Lamor's skimmers can be used to recover oil up to 4–5 times more efficiently than with equipment based on previous overflow technology. The effectiveness of Lamor's skimmers is based on the qualities of bristles and ability to direct the flow of water such that the capacity is as high as possible in every size category. Lamor's product range includes skimmers that can be used in very diverse conditions, such as in harbours and offshore, on the open sea and in inland waters, such as lakes and rivers. Lamor's offering includes skimmers that can be used in all weather conditions, including arctic conditions.

Lamor's equipment offering also includes other oil collecting equipment besides skimmers, which are designed for various purposes. Lamor's equipment offering includes, for example, a cleaner for removing oil from rocks, an oil recovery bucket for pit cleaning and oil recovery operations on land, offshore and in arctic conditions and various oil recovery modules intended for improving the total effectiveness of recovery, in other words reducing the volume of water collected with oil, as well as improving the recovery effectiveness of very high viscosity oils. In addition, Lamor's equipment offering includes oil collectors that can be mounted on vessels of different sizes and that are suitable for the recovery of various types of oil and waste from water, depending on the model.

The size/capacity of Lamor's oil skimmers varies from 30 m^3/h to systems mounted onto vessels with a capacity up to 560 m^3/h.

Power packs

Lamor's equipment offering includes various power packs intended for use in different applications. The size/capacity of the power packs included in Lamor's product offering varies from a 3.5 kW portable model to high-capacity multipurpose 200 kW power packs that come in both diesel and electric models. The smallest power packs are intended for use with Lamor's small oil skimmers and other auxiliary devices. The medium-sized power packs are designed to be used as suction pumps and power packs in Lamor's oil skimmers and hydraulic equipment, such as boom reels and air blowers. The largest power packs, depending on the model, are designed to be used, for example, for the deployment of heavy and light inflatable oil booms from reels or for the operation of several oil spill clean-up units simultaneously.

Pumps

Lamor's equipment offering includes several different pumps, such as centrifugal pumps, Archimedes positive displacement screw pumps, peristaltic pumps and diaphragm pumps for a wide variety of applications. The Archimedes positive displacement screw pumps are an oil transfer pump product range developed by Lamor itself. The pump models and capacities vary from 20 cubic metres per hour to 140 cubic metres per hour and they are operable in temperatures of -20° to +60° Celsius.

Depending on the model, the pumps included in Lamor's product offering can be used, for example, for oil transfer or offload pumping with oil skimmers, emergency offloading of heavy crude or bitumen, tank cleaning, pipeline maintenance and sludge removal. Some of Lamor's pump models are designed specifically for the handling of viscous fluids, large solids and abrasive liquids. Lamor's equipment offering includes pumps to be used in several oil recovery operations, such as light and heavy viscosity oils, petroleum industry products, clear and dirty liquids, and the collection and treatment of sludge, wastewater and dirty water. The different pump models are designed to be used with different oil skimmers.

Oil booms

Lamor offers its customers a wide selection of oil booms to be used in various environments and conditions. Lamor's boom range includes PVC fence booms, solid flotation booms, permanent fence booms, inflatable booms, beach sealing booms and rapid deployment boom packs. Lamor's boom selection includes both booms with a fixed structure and water and air inflated oil booms.

All oil booms are intended for restricting oil spills. In the event of an oil spill, the spill must initially be sealed off as quickly as possible before recovery measures can be begun. Lamor's selection includes the right oil boom for this purpose to every situation and climate. Lamor's product offering also includes the equipment necessary for storing booms, i.e. reels and frames, as well as the necessary auxiliary equipment, such as air blowers.

Depending on the model, Lamor's oil booms can be used, for example, in waters, such as lakes, rivers and harbours, on the coast and at sea. Depending on the model, some of Lamor's oil booms are also suitable for use in, for example, power stations, refineries and industrial zones. Lamor's equipment offering also includes oil booms designed for especially rapid collection of oil in emergencies, in addition to which the majority of the booms are suitable for permanent use as well. Lamor's equipment offering also includes a boom model that is particularly well-suited to blocking off land from the waterline in shallow waters, calm rivers and tidal areas, as well as a boom model that can be stored in a bag ready to be used on board a vessel, which enables rapid and effective prevention of oil spread.

Lamor has also developed in cooperation with Harbo Technologies Ltd a rapid deployment oil boom, the purpose of which is to serve as a first response system to an oil spill and to stop the spill from spreading. The boom is lightweight, and its deployment does not require additional equipment, thanks to which it can be used quickly and easily. The rapid deployment oil boom allows for rapid reaction to an oil spill and thus for the effective prevention of its spread.

Reels

Lamor's equipment offering includes various reels designed for multiple purposes. The first group of reels consists of those designed for the deployment, operation and recovery of Lamor's oil skimmers. The second group of reels consists of reels designed for the storage, deployment and collection of Lamor's various oil booms, depending on the model.

Tanks for oil storage

The temporary storage of recovered oil in oil spill response operations plays a key role in the success of clean-up operations. Lamor's equipment offering includes tanks of different types and sizes that are designed for storing oil in various situations and conditions. Some of the tanks in Lamor's product selection are floating and intended to be used for temporary storage of oil mainly offshore, but also on land. Floating tanks can also be used for towing oil away from the scene of an incident. Lamor's product offering includes a floating oil tank mainly intended for use at sea as well as a floating tank intended to be used in confined waters areas such as estuaries, rivers and wetlands. Lamor's equipment offering also includes inflatable barges of various sizes that serve as floating tanks for the temporary storage of oil during oil spill recovery operations.

In addition to floating oil tanks, Lamor's equipment offering includes collapsible tanks, which satisfy the basic needs for temporary storage of recovered oil at the work site.

Vessels and work boats

Lamor's equipment offering also includes various vessels and boats, including landing craft and vessels, workboats and towing boats for booms well as oil recovery vessels with arctic certification for various purposes. Lamor's equipment offering also includes a workboat model with a built-in oil recovery system on both sides. This boat is suitable for recovering oil in coastal waters, harbours, rivers and canals.

The majority of the vessels and boats included in Lamor's equipment offering are manufactured in accordance with the requirements of the Finnish Maritime Association ("**FMA**") concerning workboats, and with EU directives and ISO standards and, alternatively, other IACS[31] standards. One of Lamor's workboat models will be certified in accordance with the High-Speed Craft (HSC) standard of the International Maritime Organization ("**IMO**") (or alternatively with other necessary standards). The hull structure of the workboat with a built-in oil recovery system is certified by FMA and based on the Nordic Boat standard of Det Norske Veritas ("**DNV**") for workboats.

[31] International Association of Classification Societies.

Water flow systems – baffle booms

Lamor's product offering also includes water flow systems that increase the retention time to allow solids and other contaminants to settle to the bottom of a lagoon, reservoir or tank before the water leaves through the effluent from the lagoon, reservoir or tank. The first of Lamor's baffle boom solutions is intended for use in steel and concrete tanks and is excellently suited for purposes related to potable water, wastewater and industrial water. The second baffle boom solution is excellently suited for use with wastewater lagoons and industrial reservoirs and can be used to divide the reservoir into cells.

Other auxiliary equipment for oil spill response

Lamor's product offering also includes other auxiliary equipment for oil spill response, which include Lamor's diesel-powered air blower backpack which is suitable for inflating light and heavy-duty oil recovery booms, a portable hydraulic air blower for inflating light and heavy-duty oil recovery booms, a recovery unit designed for recovery of a cellular plastic oil boom, and a hose float selection offered by Lamor that includes both fixed and flexible hose float models.

Waste management equipment

Lamor's equipment offering includes several types of equipment for waste management. The equipment is available, for example, for separation and recovery of waste, solidification of liquid waste and thermal treatment of waste.

The equipment used for the separation and recovery of waste is based on a mechanical, chemically assisted separation technique that separates and recovers oil, water and solids effectively. With Lamor's waste management equipment, liquid waste can be converted into solid waste, which means oil drilling waste can be treated on-site without the need for separate wells intended for temporary waste storage. The equipment enabling thermal treatment of waste utilises various thermal treatment techniques and it can be deployed in the management of oil drilling waste, for example, to minimise its environmental impacts.

Power packs and storage units described with oil recovery equipment can also be utilised in waste management.

Water treatment equipment

In addition to oil recovery and waste management equipment, Lamor's equipment offering includes a number of equipment used in the treatment of water. The water treatment equipment can be further divided into equipment used for the treatment of potable water and process water and, on the other hand, equipment used for treating wastewater.

Equipment for treatment of potable and process water

Reverse osmosis systems that can be tailored to the needs and premises of Lamor's customers can be used to purify potable and process water, as well as for the treatment of brackish water and seawater since they remove minerals from water. Lamor's systems can be used to produce up to 1,000 cubic metres of potable water per hour.

Secondly, potable and process water can be purified with Lamor's ultra-filtration systems, which can be used to purify numerous raw water sources, and which are designed according to the properties of the available raw water. The available production rates are from 1 to 1,000 cubic metres per hour. Potable and process water can also be treated using Lamor's baffle booms, which enable longer retention times and prevent the emergence of "dead zones" in water tanks. The impurities in the water will settle faster in smaller settling tanks since the flow can be directed more accurately thanks to the booms.

Equipment for wastewater treatment

As a solution for wastewater treatment, Lamor offers its customers membrane bioreactors (MBR) that are currently the most advanced wastewater treatment processes. MBR technology has a significantly smaller space requirement, and it can achieve remarkably better treatment results than traditional technologies. One of the main advantages of MBR technology is its ability to remove and reduce drug residues, and currently MBR technology combined with effective oxidation technologies is the only method to remove drug residues in large quantities.

Lamor also offers its customers equipment for the treatment of oily water and for the removal of oils, fats and other organic impurities from wastewater. For the treatment of oily water, Lamor offers processes, equipment and integration of fully automated systems tailored to its customers' needs. Lamor evaluates the properties of the customer's oily water on a case-by-case basis and helps its customers to select the most cost-effective methods for treating the water. For example, the booms used for the treatment of potable and process water (see "*Equipment for treatment of potable and process water*" above) and the skimmers included in Lamor's product offering (see "*– Oil recovery equipment – Oil skimmers*" above) can also be used for the treatment of wastewater. Equipment can also be utilised for the wastewater treatment needs of the fish processing industry. In addition, Lamor has developed, in cooperation with fish processors, an aquaculture boom that can be used to collect waste generated in fish farming operations. Lamor's booms collect the waste in one place so that it can be collected from the water efficiently and safely. By using Lamor's skimmers in addition to the boom, Lamor's customers can at the same time collect the valuable fish oil from the water and sell it.

Lamor also offers its customers solutions for the removal of hydrogen sulphide from wastewater. The peroxide fluid developed by Lamor can be used to treat hydrogen sulphide when it is still in liquid form. The majority of the competing solutions only treat hydrogen sulphide in its gaseous form, which means they do not remove its corrosive effects.

Group structure

As at the date of this Offering Circular, Lamor Group comprises its parent company Lamor Corporation Plc together with its 17 subsidiaries and 10 associated companies. The table below sets forth Lamor's subsidiaries and associated companies as at the date of this Offering Circular.

Lamor's subsidiaries	Ownership, %	Domicile
Lamor USA Corporation	100.00	USA
Lamor Corporation UK Ltd	100.00	UK
Lamor Vostok LLC	100.00	Russia
Lamor Beijing Co Ltd	100.00	China
Lamor Environmental Solutions Spain S.L	100.00	Spain
Lamor Peru SAC	100.00	Peru
Corena Group Bolivia SRL	100.00	Bolivia
Corena Chile SpA	92.55	Chile
Corena Colombia SAS	92.50	Colombia
Corporacion Para Los Recursos Naturales Corena S.A	85.01	Ecuador
Lamor Middle East LLC	70.00	Oman
Lamor Water Technology Oy (former Vodaflo Oy)	50.67	Finland
Lamor Americas LLC(1)	100.00	USA
Lamor International Sales Corp(1)	100.00	USA
World Environmental Service Technologies LLC	100.00	USA
Lamor India Private Ltd	60.00	India
Lamor Environmental Solutions Panama(1)	52.00	Panama

(1) Inactive.

Lamor's associated companies	Ownership, %	Domicile
Owned by the Group's parent company		
Gaico-Corena Environmental Services Inc.	49.00	Guyana
Sawa Petroleum Services Ltd	45.00	Senegal
Lamor Cevre Hizmetleri	31.00	Turkey
Shanghai Dong An Offshore Oil Emergency Ltd	29.00	China
Lamor Do Brazil(1)	50.00	Brazil
Lamor NBO LLC(1)	50.00	Azerbaijan
Lamor Central Asia LLP	40.00	Kazakhstan
Lamor Ukraine LLC	19.90	Ukraine
Owned by Gaico-Corena Environmental Services Inc.		
Sustainable Environmental Solutions Guyana Inc (SES)	24.50	Guyana
Owned by World Environmental Service Technologies LLC		
Ecoself Sakhalin	26.00	Russia

(1) Inactive.

Lamor's partner network and subcontractors

General

Lamor is a globally operating company with subsidiaries and associated companies in 21 countries. Lamor's offices, which are strategically located across the world, promote the Company's sales and enable its participation in various projects and requests for offers. Historically, new offices have been established in regions where it has been estimated that they are needed most in the view of the business.

In addition to its subsidiaries and associated companies, as well as offices located across the world, Lamor has a wide partner network including the partner companies that are the most significant for Lamor's service business. In addition to its own personnel and personnel of the companies included in the partner network, Lamor uses subcontractors in the execution of its projects for producing components and subassemblies used both in its service and equipment business. Lamor's partner network and subcontractors are described below. Through its partner network and subcontractors, Lamor has a network of approximately 1,200 persons (including business partners, subcontractors and freelance suppliers typical for the industry) based all around the world and ready to respond to the customers' environmental challenges. In addition, Lamor utilises sales agents and distributors globally in its sales.

Partner network

Despite its global operations, Lamor's approach in the provision of environmental solutions and services is to be "globally local", meaning that Lamor relies in its operations on the network of local partners. Lamor has a wide global partner network including the partner companies which are most material for its service business. The Company's partner network is based on the principle that no one can do everything, but everyone can do something. Through its partner network, Lamor can provide its customers with versatile comprehensive solutions combining the know-how, resources and technologies of Lamor and the companies included in its partner network.

The versatile partner network supports Lamor's sales and customer service, as well as rapid response to the customers' needs together with local distribution and sales agents. With its local partners, Lamor can respond globally and quickly to critical accidents or other incidents which require fast action. Through its partner network, Lamor also has very wide coverage in the developing markets with increasing demand for the clean-up of soil and water and where a local presence for sales is required.

Lamor's partner network includes companies, who have shared brands with Lamor, companies partially owned by Lamor, Lamor-based spin-off companies, companies with technologies integrated into Lamor's solutions and companies providing services which are integrated into Lamor's services.

Subcontractors

In addition to its own personnel and personnel of the companies included in the partner network, Lamor uses subcontractors in the execution of its projects for producing components and subassemblies used both in its service and equipment business.

Lamor's agreements with its subcontractors are mainly project-specific, and historically, the Company has concluded only few long-term master agreements with the subcontractors. As Lamor's agreements with its subcontractors are often project-specific, it also negotiates the prices of components and subassemblies produced by the subcontractors separately for each project and agreement in connection with their procurement. While agreements between Lamor and its subcontractors are mainly project specific, Lamor also has long-term subcontracting relationships with certain subcontractors it uses frequently.

Sales and customers

Customers

Lamor has customers both in the public and in the private sectors. Lamor's customers in the private sector represent a diverse customer group including, among others, industrial companies, oil industry players, harbours and shipyards. The Company's customers in the private sector include, for example, Acciona, S.A., DP World, Exxon Mobil Corporation, Halliburton Company, OCP Ecuador S.A., Repsol S.A., Royal Dutch Shell plc and Viking Line Abp. In the view of the Company's management, demand in the private sector is driven by increasing environmental awareness supporting the companies' willingness to invest in oil spill response capabilities, waste management and water treatment.

Correspondingly, the public sector customers also represent a versatile customer group including, among others, international and regional agencies, local authorities and coast guards. The Company's customers in the public sector include, for example, the Canadian Coast Guard, the French Centre d'Expertises Pratiques de lutte antipollution, the China Maritime Safety Administration, the European Maritime Safety Administration, the Royal Danish Army, the Swedish Coastguard, Kuwait's national oil company Kuwait Oil Company, the UK's Maritime and Coastguard Agency, Saudi Arabia's National Centre for Environmental Compliance (NCEC), Peru's state-owned company Petróleos del Perú, the Finnish Border Guard, the Saudi Arabian oil company Saudi Aramco, the Finnish Environment Institute (SYKE) and the United

States Coast Guard. In the view of the Company's management, demand in the public sector is driven by, in particular, an increasing availability of financing for environmental clean-up and oil spill response capabilities.

The importance of public sector customers is expected to increase in the future as a result of Lamor's new long-term service agreements (for more information on significant long-term agreements, see "– *Lamor's significant long-term service agreements*"). At the end of September 2021, public sector customers accounted for 95 per cent and private sector customers 5 per cent of Lamor's order backlog[32]. Excluding the new long-term service agreements described below, public sector customers accounted for 52 per cent and private sector customers for 48 per cent of Lamor's order backlog at the end of September 2021.

Sales organisation

General

Lamor's sales organisation includes 20 salespersons and sales support with 13 employees. In addition, the sales organisation is supported by sales agents and distributors across the world. Lamor's equipment sales process has historically been based on a multi-channel approach, and the most optimal sales channel has been selected for each solution segment. The Company's equipment sales are mainly based on direct sales by Lamor's offices.

Equipment sales

The majority of Lamor's equipment sales are based on direct selling. Direct sales are used particularly in the case of B2B customers and the public sector. Direct sales are carried out especially by Lamor's offices that are strategically located across the world, which promote the Company's sales and enable participation in various projects and requests for offers.

Other sales take place through sales agents and distributors. Sales agents are the main sales channel in countries where Lamor does not have its own office. Sales agents enable easy and cost-efficient access particularly to markets which are not the most significant for Lamor in terms of sales volume. However, Lamor typically handles the installation of the equipment and training of the users itself in these markets as well. Lamor uses distributors in markets where it does not have its own operations yet. Distributors are Lamor's main sales channel in, for example, France, Canada and Indonesia. Lamor also uses local distributors in markets where government bodies require that a local company delivers order. Lamor typically participates in the installation of the equipment and training of the users also in the markets where distributors are Lamor's main sales channel.

Service sales

Services and tailored environmental solutions provided by Lamor to its customers require direct sales, and the majority of Lamor's service sales are carried out as direct sales by Lamor's offices. Historically, new offices have been established in regions where it has been estimated that they are needed most in the view of the business. For example, offices have historically been located in regions where Lamor has won a tender for a project. Some offices have been established through joint ventures, which decreases investment needs related to the establishment of the office for its part and accelerates the Company's growth.

In service sales, the most significant role is played by Lamor's service offices, which plan and deliver the services offered to the customers. Service offices represent Lamor at the local level and support participation in tenders. Service offices distribute Lamor's devices, technologies and environmental solutions and promote their sales. Service offices can also respond to environmental damage occurring in their region and they can also be utilised as a part of the network in the case of large accidents. Local service offices enable the provision of tailored environmental services to the customers, and they can also efficiently receive local feedback from the customers. As at the date of this Offering Circular, Lamor has service offices in Chile, Colombia, Ecuador, Guyana, Kuwait, Oman, Peru, Saudi Arabia and Senegal.

As Lamor aims to significantly increase the share of the service business of its revenue in the near future, the importance of direct sales as a sales channel of the Company is expected to increase further in the coming years.

Tenders and selection criteria applied by the customers

As a part of its business, Lamor participates in tenders for public procurements, and the acquisition of new projects is largely dependent on success in such tenders. Public procurements follow statutory procurement procedures, where public entities can plan the implementation of a public procurement procedure within the procurement unit. As a main rule, any entity is allowed to participate in procurement procedures. The organisers of a public procurement set minimum criteria which the tenderer must satisfy, and the weighting for each criterion used for selecting the service provider. In the view of

[32] Public sector customers also include national oil companies.

Lamor's management, typical criteria include references, competence of the personnel implementing the project, size of the participant, technological resources available to the participant, the participant's ability to act as main contractor and the participant's capability to plan complete projects. If several participants satisfy all other criteria, price is usually the decisive factor in public procurements.

When Lamor prepares tenders in various procurement procedures, Lamor utilises the personnel and competence of several service areas to ensure as accurate and competitive an offer as possible in each project. In the case of larger projects, Lamor reviews the most significant risks and opportunities related to the project already at the offer stage and takes them into account in the offer calculation. Should Lamor succeed in increasing its service business as planned, a more significant number of Lamor's new clients and projects would be acquired from tenders related to public procurements. Agreements with public sector customers often include master agreements in effect for several years.

In the private sector, tenders, if organised, are usually targeted to certain selected players, and due to this, participation in the tenders is not possible for all players, unlike in the case of public procurement. In the view of Lamor's management, typical selection criteria include reliability of the participant, customer relationship, references, technological resources available to the participant, the participant's size, the participant's ability to act as main contractor and the participant's capability to plan complete projects. While in public procurements the party for executing the project is selected from the participants satisfying the general criteria applied in the tendering by typically using the price as the decisive criterion, private sector customers also emphasise in their decisions, in addition to the price, qualitative factors, such as the quality of the service and the competencies and reputation of the participants.

Projects are usually offered without a tender to a certain player when the customer already has an existing long-term relationship with this player. In the view of Lamor's management, in such cases the main selection criterion is the trust built on the basis of the previous cooperation. In these cases, the significance of the price as a selection criterion depends on the costs the customer would incur for changing the provider.

Lamor targets, in particular, challenging and significant projects with high quality criteria, typically facing less competition due to this. Lamor's customer satisfaction is on a high level.[33] In the management's view, Lamor's advantages in tenders include, among other things, the possibility to respond to requests for offers already at an early stage, brand awareness and a long operating history, a versatile offering, a local presence across the world, a consultative approach, reliability and reputation, technological know-how, deliveries focusing on details, competitive pricing, optimised pricing of projects and efficient procedures for preparing offers.

Pricing models

Lamor uses several different pricing models in its business. In the equipment business, the pricing is based on the targeted gross margin, and in the service business, the pricing is usually based on the operating profit and sometimes on the total budget. Historically, projects have also been priced based on time and material, where the customer pays for the project on the basis of costs, but projects using invoicing based on time and material are less significant for the total revenue than before.

In project contracts based on fixed unit prices, Lamor first estimates the time and resources needed for executing the project prior to submitting its offer, including the costs for equipment, raw materials and subcontractors, and prepares the cost estimate and schedule for the project on their basis. The prices of raw materials, supplies and the workforce or the costs of subcontractors may increase between the time between preparation of the offer or agreement and the commencement of the project, and as a result of this, the projects' real costs may exceed the estimates used by Lamor for the offer or project contract, which may have a significant effect on the profitability of project contracts based on fixed unit prices. Identifying and assessing this pricing risk play a material role in the pricing of project contracts based on fixed unit prices, and Lamor always strives to take the pricing risk into account when preparing such offers or contracts

As a main rule, the buyer determines the pricing model applied for service projects, and in tenders, the buyer always determines the pricing model.

The pricing models applied in Lamor's significant long-term service agreements are described in more detail in "– *Lamor's significant long-term service agreements*" below.

[33] Source: Lamor's customer satisfaction survey. For more information, see "*Lamor's strengths – Wide and satisfied clientele and order backlog consisting mainly of projects for clients in the public sector*".

Geographical breakdown of revenue

As at the date of this Offering Circular, Lamor operates in over 100 countries through its subsidiaries and associated companies, as well as its partner and delivery networks. The table below sets forth the geographical breakdown of Lamor's revenue.

	1 January to 30 September		1 January to 31 December		
	(IFRS)		(IFRS)		(FAS)
	2021	**2020**	**2020**	**2019**	**2018**
(EUR million)	(unaudited)				
Americas (AMER)	7.7	18.3	20.7	15.2	15.2
Europe[(1)] (EURU)	9.0	11.3	12.8	19.0	20.0
Asia-Pacific (APAC)	4.3	1.4	9.3	11.6	7.3
Middle East and Africa (MEAF)	14.2	4.0	2.8	2.2	1.4
Total[(2)]	**35.2**	**35.0**	**45.6**	**48.1**	**43.9**

(1) Including Russia.

(2) Revenue from contracts with customers in the financial statements as at and for the year ended 31 December 2020 (IFRS) and interim financial report as at and for the nine months ended 30 September 2021.

Breakdown of revenue between equipment and service businesses

Historical breakdown of revenue

Lamor's business in organised into the equipment business and the service business. The equipment business covers various equipment used for oil recovery, waste management and water treatment. Within its service business, Lamor provides its customers with versatile environmental solutions and services consisting of, depending on the needs of the customer, clean-up and preparedness services related to oil spill response, oil damage and other environmental damages, services for the management of hazardous and non-hazardous waste, tailored and adapted water treatment services and delivery of equipment related to the solutions. As at the date of this Offering Circular, the revenue of the equipment business originated for a large part from the sales of equipment for oil spill response. Correspondingly, the revenue of the service business originated for a large part from the sales of services for oil spill response and the treatment of solid waste.

The table below sets forth the breakdown of Lamor's revenue into the equipment business and the service business. Lamor did not divide its revenue between the equipment business and the service business in 2018, and due to this, the figures are not available from this financial year.

	1 January to 30 September		1 January to 31 December	
	(IFRS)			
	2021	**2020**	**2020**	**2019**
(EUR million)	(unaudited)			
Equipment	17.0	21.3	30.7	34.5
Services	18.2	13.7	14.9	13.6
Total[(1)]	**35.2**	**35.0**	**45.6**	**48.1**

(1) Revenue from contracts with customers in the financial statements as at and for the year ended 31 December 2020 (IFRS) and interim financial report as at and for the nine months ended 30 September 2021.

Estimated breakdown of revenue in the short term (1–3 years) and the long term (3–5 years)

The discussion below includes forward-looking statements involving risks and uncertainties. Lamor's actual results may differ significantly from the results presented in the forward-looking statements due to reasons described below and in other sections of this Offering Circular, particularly in "Risk factors" and "Certain additional information – Forward-looking statements".

Lamor aims to significantly increase the share of its service business of its revenue in the near future. Orders in the equipment business accounted for 6 per cent and agreements in the service business for 94 per cent of Lamor's order backlog at the end of September 2021.

Lamor's management expects that the execution of the new significant long-term service agreements will have an effect on the expected increase in the share of the service business during 2022. The Company expects that the factors driving growth in the market will also support the increase of the share of the service business of Lamor's revenue. At the same time, the Company expects that its existing equipment business will continue to generate a significant part of the Company's revenue. Lamor's significant long-term agreements are described in "*– Lamor's significant long-term service agreements*" and factors supporting growth in the market in "*Market and industry review*".

Lamor aims to participate in corresponding tenders for large-scale service agreements also in the future. Over the long-term of 3–5 years, Lamor expects that the significance of its service business will increase further as a result of possible new significant service agreements. The Company's management expects that revenue generated by the service business will largely originate from services related to the remediation of soil, while in the equipment business, sales of equipment used for oil spill response are expected to play a significant role with respect to the revenue. The Company's management also considers that waste management services support for their part the increase in the importance of the service business in the long term.

Examples of Lamor's projects

Clean-up of bitumen mixture spill in 2011

Lamor's oil recovery equipment was used in the clean-up of bitumen mixture following a collision between a bulk carrier and a tanker vessel. As a result of the collision, approximately 2,800 barrels of bitumen mixture leaked into the sea. Bitumen is very high-viscosity form of petroleum that does not float, as a result of which it can contaminate deep sea water. The purpose of the clean-up project was to limit the contamination and to recover the spilled bitumen from the seawater. The clean-up project made use of Lamor's vessel-mounted oil recovery systems which recovered the bitumen from the water safely and effectively. Thanks to the clean-up project, the city, tourist beaches and natural areas were successfully kept uncontaminated. At the same time, it was proof that Lamor's solutions are effective in extensive and complex projects involving numerous types of equipment and various operators.

Establishment of oil spill response capabilities for a private American oil and gas company in 2020

A US oil and gas company planned the construction and operation of a liquid natural gas terminal, which required the preparation of a risk management plan. The project entailed the building of preventive Tier 1 and Tier 2 preparedness capabilities and the provision of preparedness training to the company's personnel. Lamor delivered the serviced required by the project to the company in the midst of the coronavirus pandemic, which entailed the development of innovative training methods so as to be able to provide training in a manner that ensures the safety of the participants and trainers. Virtual environments and digital scenarios were used in the training. The US company now has in place an effective hazard management system with which it is prepared to react to potential accidents.

Oil spill response project in Peru in 2014

An oil spill of a magnitude of 1,604 barrels of oil occurred near the Peruvian Amazon, in a remote area with difficult access. Some of the crude oil settled in a man-made protective building channel but a large amount leaked into the thick vegetation in the area. Lamor operated in the area with the aim of cleaning up the area's polluted soil and waters. The clean-up operation was executed successfully, and the work and expert advice offered by Lamor played a critical role in the remediation of the environmental accident.

Oil pipeline spill in Ecuador in 2020

Cracks emerged in Ecuador's two main pipelines due to a mudslide that occurred near the El Coca River, and this required a swift and effective response. The response to the spill required significant personnel resources, which combined with the ongoing coronavirus pandemic posed challenges for Lamor in the project. The project remediated more than 10,000 cubic metres of soil, in addition to which it included the transportation of drilled sludge as a service. New safety procedures were applied in the project and significant resources were dedicated to it as it became prolonged. The clean-up work continued for six months and included the remediation of the riverbanks for a distance of more than 200 kilometres.

Lamor's significant long-term service agreements

The service business accounted for 33 per cent of Lamor's revenue in 2020, and Lamor aims to strongly increase the share of the service business of its revenue in the near future. As a part of its growth strategy, Lamor is committed to the execution of increasingly larger projects. As at the date of this Offering Circular, Lamor has four significant long-term service agreements described in more detail below. The service agreements have a significant effect on Lamor's order backlog[34], and furthermore, Lamor aims to expand its service business and participate in tenders for similar large-scale service agreements in the future. At the end of September 2021, Lamor's order backlog was 12 times larger than the order backlog at the end of 2020 (see also "*Lamor's strengths – Excellent success rate in tenders of the public sector enables fast expansion of the business*"). The Company expects that the service agreements described below will significantly increase the Company's revenue during the next five years, provided that the service agreements are executed as planned.

The discussion below describes Lamor's four significant long-term service agreements, which Lamor is committed to implementing and which Lamor's management estimates will have a material effect on the increase of the importance of Lamor's service business.

Saudi Arabia – improvement of oil spill response capabilities in the Red Sea area

In March 2021, Lamor concluded an agreement with Saudi Arabia's National Centre for Environmental Compliance (NCEC) for strengthening oil spill response capabilities in the Red Sea area. The purpose is to establish Tier 2 response capabilities for environmental damage in the region. The project has been started in June 2021.

The Red Sea is one of the busiest sea lanes in the world, and its coasts include untouched natural environments that could suffer irreparable damage if a large oil spill were to occur. The key mission of NCEC and Saudi Arabia's Ministry of the Environment, Water and Agriculture is to improve the kingdom's response capabilities in the event of an accident. The agreement between Lamor and NCEC is a key element in the fulfilment of the goal of improving the efficiency of environmental protection in the area.

Lamor provides NCEC with a programme consisting of services, devices, equipment and personnel with the aim of improving oil spill response capabilities in the Red Sea area. The services include assessment of current resources, preparation of a preparedness plan, the transfer of knowledge and the training of oil spill response personnel. Additionally, marine equipment and aircraft are delivered as a service for oil spill response tasks. As a part of the effort to strengthen the oil spill response capabilities, three oil spill response centres will be built in the region: one in Duba, one in Jizan and one in Jeddah.

Lamor serves as the contractor in the project, also using subcontractors in its implementation. Lamor is responsible for the project's entire value chain, and subcontractors are intended to be used, for example, for establishing facilities, offices and warehouses, delivering materials and equipment and conducting monthly reporting. The project's duration is three years, and the contract period is expected to expire in 2024. The contract may be continued for a period between years 2024 and 2026. The pricing model used for the project contract is the fixed unit price model. Lamor has provided collateral in connection with the project contract, amounting to five per cent of the total contract value. The project will be recognised as income based on the degree of completion in the case of services and equipment deliveries and based on the lease period in the case of leased equipment. Invoicing takes place once the customer has accepted each partial delivery.

Kuwait – soil remediation projects

In July 2021, Lamor entered into agreements concerning projects for soil remediation in northern and southern Kuwait in a consortium with Khalid Ali Al-Kharafi & Bros. Co. The customer of the projects is Kuwait's national oil company Kuwait Oil Company and the total value of the two projects is approximately EUR 330 million. Two agreements were prepared for the projects, which last around five years, with one agreement relating to the operation in northern Kuwait and the other relating to the operation in southern Kuwait. The soil remediation projects were started in northern and southern Kuwait in September 2021.

An area of 114 square kilometres in Kuwait was heavily contaminated when oil wells located there were destroyed in connection with the invasion of Kuwait by Iraq from 1990 to 1991. Oil has leaked into the soil from damaged oil wells, forming huge oil lakes in the area. The UN Compensation Commission has granted the State of Kuwait a subsidy of USD 3 billion for the remediation of the soil under the condition that the State of Kuwait establishes a monitoring programme for the area to monitor technical and financial progress in the clean-up work. The UN has stipulated that unless the remediation is started in 2021, the UN may withdraw its subsidy.

The land in northern and southern Kuwait is composed of diverse soils requiring remediation. First, there are dried-up and wet oil lakes in the area that emerged when the oil that leaked into soil formed pools. Secondly, there are heavily contaminated soil deposits in the area that were piled in order to stop the spread of oil from the damaged oil wells. Thirdly, there is soil covered with a thin tarry layer created by the fall-out from fires in the oil wells. Fourthly, there are pits in the area that were dug in order to store sea water to be used to extinguish the fire of the oil wells.

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[34] Guyana agreement included in the service agreements presented below has not been recognised in the order backlog.

Lamor serves as the remediation contractor in the projects, while Khalid Ali Al-Kharafi & Bros. Co. serves as the building contractor. Lamor will initially determine the degree of contamination in the area and create a plan for remediating the area. After this, Lamor will transport the polluted soil to a treatment facility where the soil is cleaned. After cleaning, the soil can be relocated to the area, which can then be opened again for public use. Lamor's selection of methods to be used in the project includes bioremediation and soil washing in the case of soil remediation. The two aforementioned projects are expected to be completed on or around the end of 2026.

The pricing model used for the project contract is the fixed unit price model. Lamor has provided collateral in connection with both project contracts, amounting to 10 per cent corresponding with Lamor's share of the project. Lamor's share of the projects amounts to a total of EUR 143.5 million. The recognition as income and the invoicing of the project are based on actual progress on a monthly basis. During the contract period, all income and expenses will be divided within the consortium at the following rate: Khalid Ali Al-Kharafi & Bros. Co. 55 per cent and Lamor 45 per cent. A joint venture will be established for the projects.

Guyana – delivery of integrated solutions for hazardous waste management

In July 2020, Lamor concluded an agreement concerning large-scale, integrated hazardous waste management solutions in a consortium with Gaico Construction and General Services Inc and Guyana Shore Base Inc, to be delivered to Guyana to the local energy company Esso Exploration and Production Guyana Limited ("**EEPGL**"), which is expanding its operations in Guyana. The service agreement will last 10 years and concerns the construction and operating of an integrated waste maintenance building as well as the arrangement of financing.

The operational company Sustainable Environmental Solutions Guyana Inc has been established for the performance of the service contract. The parties to the joint venture are Guyana Shore Base Inc. and Gaico-Corena Environmental Services Inc. The latter is a joint venture of Lamor, in which Lamor owns 49 per cent and Gaico Construction and General Services Inc owns 51 per cent. Therefore, Lamor indirectly owns about 24.5 per cent of Sustainable Environmental Solutions Guyana Inc., which entered into the agreement.

Lamor developed an integrated approach for executing the project that can be used to treat combinations of hazardous and non-hazardous waste flows. This approach aims to reduce the generation of waste and to increase the efficiency of the reuse and recycling of waste generated so that the amount of waste to be finally disposed, can be minimised. As part of the service, the participants will build a wastewater treatment facility in Guyana that can treat water contaminated with chemicals and oil in accordance with local environmental regulations and standards. The project will continue for about another 10 years and is expected to start fully in 2022.

The pricing model used for the project contract is the fixed unit price model. The fee structure consists of a fixed monthly sum combined with variable compensation based on the results of the work and is divided relatively to ownership percentages. The project will be recognised under as a part of interests in associated companies, and the contract is not a part of Lamor's order backlog. Lamor has provided a parent company guarantee in connection with the project agreement, together with Gaico Construction and General Services Inc, for the liabilities of the joint venture Gaico-Corena Environmental Services Inc.

Ongoing and expected significant tenders

The Company's management has identified the following ongoing and expected significant tenders, to which, according to the view of management, Lamor would be able to participate in the future.

Bangladesh

The government of Bangladesh is implementing significant renovation investments in its marine logistics infrastructure, as a result of which Bangladesh is expected to order a significant number of environmental protection solutions as part of these investments in 2022–2023. The first tenders have already been announced, so the Company expects that the tendering for the environmental solutions will take place in the period between Q4/2021 and Q4/2022. The value of the tendering, according to the information of the Company, is EUR 110 million.

Brunei

Brunei plans similar investments in oil spill response capability as Saudi Arabia with its Red Sea environmental protection programme. The content of the tender will be very similar to that of Saudi Arabia, so the Company believes that it is in a very good position to win the tender. According to the Company's view, the tender will take place in early 2022. The value of the tendering, according to the information of the Company, is EUR 150 million.

Chile

An extensive soil remediation project is being planned in Chile, where a local industrial company is seeking a partner for the remediation of soil in a significant historical area. The Company estimates that this project will be offered to tendering in 2022. The value of the tendering, according to the information of the Company, is EUR 50 million.

Ecuador

It is estimated that there 5 million cubic metres of contaminated soil in Ecuador as a result of oil drilling in the 1970s and 1980s. There has been extensive public dialogue concerning this environmental disaster, as well as several court cases over the past 20 years. The state-owned oil company has attempted to remediate the contaminated soil with its own resources, but the results have been unsatisfactory. Therefore, the Company believes that the first remediation projects will be offered to tendering between private sector companies in 2022. The value of the tendering, according to the information of the Company, is EUR 100 million.

Kuwait

The soil remediation project worth USD 3 billion being implemented in Kuwait is divided into three parts, the first of which was offered to tendering in 2020–2021 (for more information, see *"– Lamor's significant long-term service agreements – Kuwait – soil remediation projects*"). The next projects, worth USD 2 billion in total, will be offered to tendering in the next few years. In the Company's view, the tender for the next phase will become available in 2021 and it is expected that the tendering process will last for about a year.

Personnel and organisation

Personnel

The tables below set forth the average number of Lamor's personnel as well as the geographical distribution during the periods indicated.

	1 January to 30 September		**1 January to 31 December**		
	2021	**2020**	**2020**	**2019**	**2018**
Number of personnel, average..................	264	453	432	332	386
Geographical distribution					
Americas (AMER)	162	–	363	262	314
Europe(1) (EURU).......................................	47	–	44	47	48
Asia-Pacific (APAC)...................................	16	–	17	16	16
Middle East and Africa (MEAF)..................	39	–	8	8	8

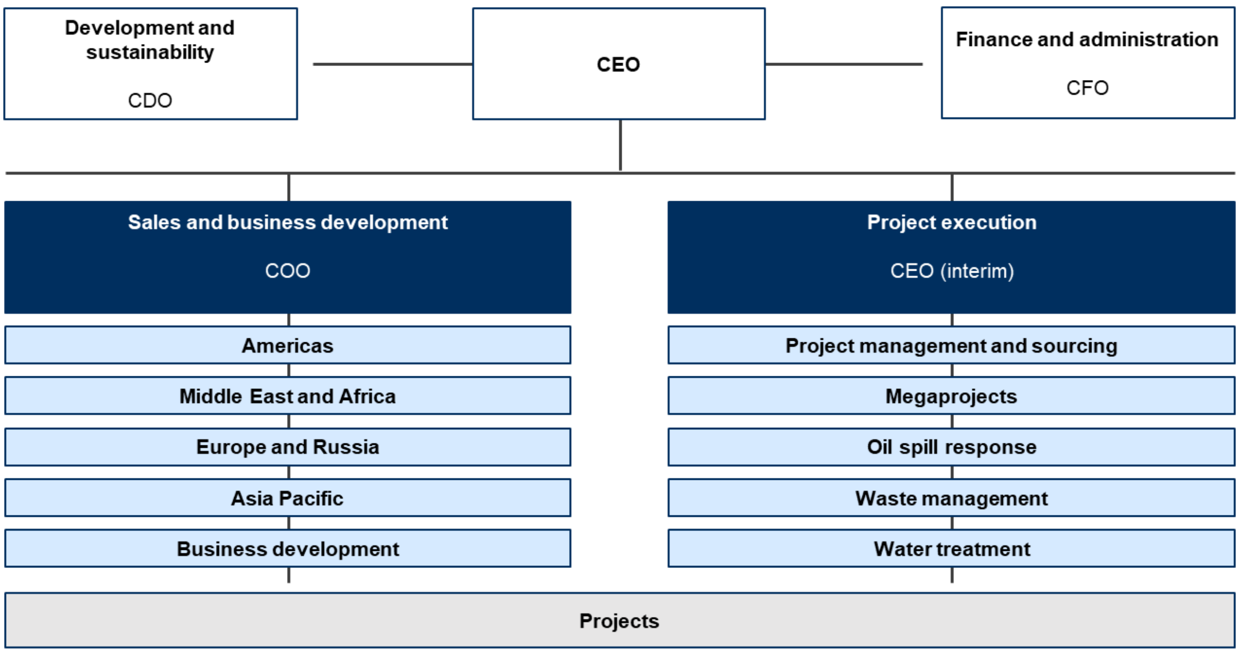
(1) Including Russia.

The number of Lamor's personnel did not change significantly between 30 September 2021 and the date of this Offering Circular.

Organisation

The chart below sets forth Lamor's organisation as at the date of this Offering Circular.

Lamor's organisation



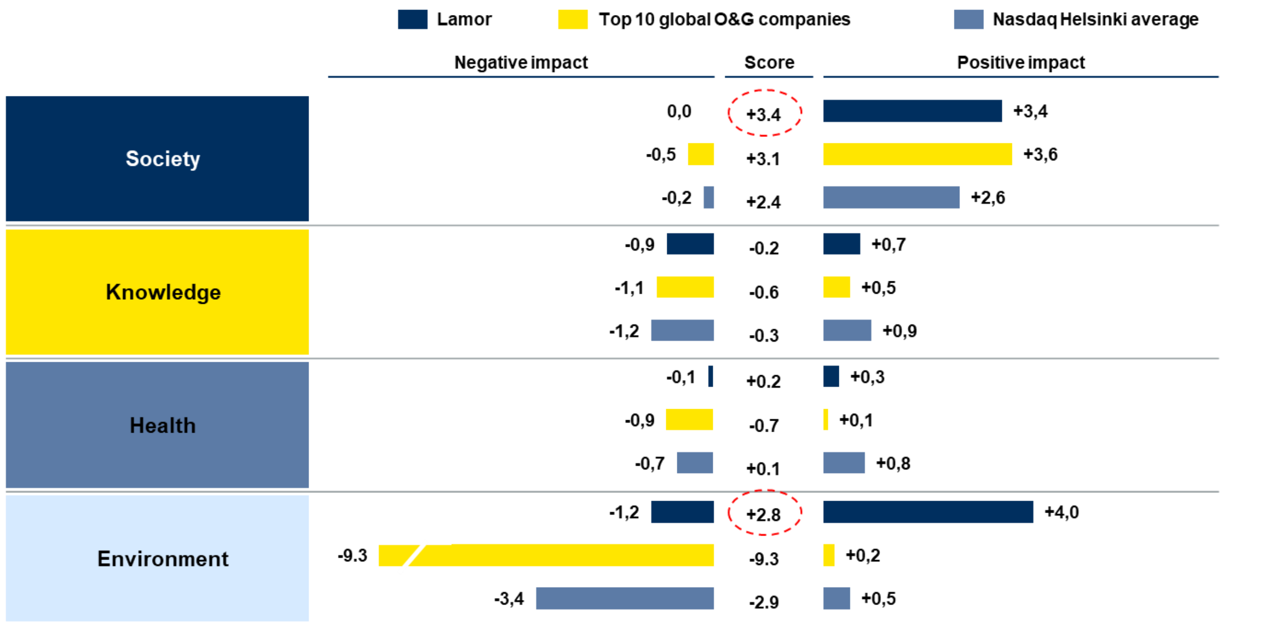
Sustainability

Lamor strives to ensure the environmental friendliness of all of its activities and compliance with the strictest quality standards. Lamor's aim is to clean the world, and the Company has worked towards this since its incorporation. The Company strives to continuously develop new methods and find new solutions to achieve this aim. Lamor complies with all standards covered by its ISO 9001, ISO 14001 and ISO 45001 certifications (for more information, see "*– Regulatory environment and standards – Standards*").

With its business, Lamor is a strong player in terms of its societal net impact. Lamor commissioned a survey of its net impact from The Upright Project, a partner of Nasdaq in the evaluation of the net impact of companies. According to the survey conducted by The Upright Project, the Company has a strongly positive net impact on society. Through its operations and using minimal resources, the Company is able to generate large-scale environmental and health benefits, including protecting biodiversity, reducing emissions and waste and conserving scarce natural resources. When compared to public companies listed on the official list of the Nasdaq Helsinki, Lamor's business stands out especially through its positive environmental and social impacts and its high net impact ratio. The Company's net impact ratio is +74 per cent, whereas the average ratio on the official list of Nasdaq Helsinki is -13 per cent. The net impact ratio indicates the difference between positive and negative social impacts relative to the positive social impacts.[35]

[35] Source: The survey of Upright Project in August 2021 commissioned by the Company.

Lamor's net impact is strongly positive especially with regard to effects on society and environment[36]



The survey of Upright Project is based on the review concerning the impacts of companies' whole business chain to four different sectors: society, knowledge, health and environment. In total, Upright Project has surveyed over 43,000 companies and analysed over 180 million scientific articles as the basis for the surveys.[37]

In addition, Lamor has applied for Nasdaq Green Equity Designation from Nasdaq Helsinki and is having discussions with CICERO Green and Nasdaq Helsinki on acquiring the Nasdaq Green Equity Designation. The Company has applied for Nasdaq Green Equity Designation from Nasdaq Helsinki but will still supplement its application with regard to the emission data required.

In 2021, Lamor defined a sustainability strategy with the following areas: (i) transferring the main focus of its business towards activities with a small carbon footprint and investments in waste management and water treatment; (ii) increasing energy efficiency and utilisation of renewable raw materials in the supply chain; (iii) optimising emissions in the logistics chain and production; and (iv) increasing monitoring of respect for human rights among subcontractors.

The key milestones of Lamor's sustainability strategy are defining sustainability targets and performance indicators (October 2021), defining reporting methods (November 2021), calculating the performance indicators (February 2022) and publishing the sustainability report (April 2022).

Lamor's health, safety, environmental and quality policy

The health and safety of the personnel and network partners are of utmost importance at Lamor. Lamor is committed to conducting all of its business activities sustainably, which ensures the health and safety of people, environmental protection and the quality of Lamor's products and services. Lamor is committed to ensuring its compliance with applicable requirements relating to health, safety, the environment and quality, as well as statutory requirements in all countries in which it operates.

Lamor uses integrated health, safety, security, environmental and quality management systems (HSSEQ - IMS), which are planned for the following:

- demonstrate and promote commitment and involvement to ensure the health and safety of the employees, the protection of the environment and the delivery of quality products and services;
- make easier to set performance objectives related to quality, health, security and environment, measure results as well as assess processes, services and quality and improve continuously by using effective and integrated system;

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[36] Source: Upright Project, Net Impact of Lamor (August 2021), Upright Project data.

[37] Source: The survey of Upright Project in August 2021 commissioned by the Company and the websites of Upright Project.

- empower and support all employees and subcontractors with the right to stop work or refuse to work in situations where conditions or practices are deemed unsafe;
- maintain readiness to prevent health, security, environmental and quality risks, threats, incidents and/or emergencies and their effective management;
- make easier to meet the requirements, set by the customers or applicable standards to the Company, by ensuring continuous customer satisfaction; and
- contribute to sustainable development through environmental protection, social responsibility and economic progress, which benefits all of the communities where the Company operates.

The topics described above represent Lamor's main operating principles in its all activities, procedures and commercial agreements. Lamor's policy on health, safety, security, environment and quality is applied by all Lamor Group companies and also by its subcontractors, when applicable.

Code of conduct

Lamor's code of conduct defines the principles followed by the Company's personnel and management as a part of Lamor's business. The code of conduct regulates Lamor's activities as, for example, an employer, service provider and customer.

Selection criteria for partners and subcontractors

Lamor is committed to conducting all of its business operations in a way that aims to ensure, for example, the quality of products and services provided by the Company to its customers. Lamor is committed to complying with applicable quality standards and statutory requirements in each country in which it operates. Success in tenders also requires that Lamor satisfies the qualitative factors defined by the organiser of the tender as selection criteria, which may relate to, for example, the quality level of the provided service and the competence and reputation of the service provider.

Lamor has a wide global partner network, and it provides its customers services together with the companies included in the network. For its partner network, Lamor selects companies which possess know-how, resources and technologies complementing Lamor's own know-how, resources and technologies and as such, enable the offering of more versatile services and solutions for the environmental challenges of the customers. In addition to its own personnel and the personnel of the companies included in its partner network, Lamor also uses subcontractors for the execution of projects.

As Lamor provides services and delivers equipment to its customers together with its partner network and subcontractors, Lamor's partner companies and subcontractors need to satisfy a certain quality level required by Lamor and its customers. Lamor concludes partnership and subcontracting agreements only with leading and reputable companies in their industry providing services and components with proven high quality. Lamor also aims to select the partners and subcontractors aiming to promote sustainability and environmental diversity with their activities.

Devices, equipment and machinery

Key equipment and machinery used in Lamor's operations include, for example, various oil skimmers, power packs, pumps, booms, reels, oil storage equipment, vessels and work boats. In particular, Lamor has purchased special equipment used in, for example, oil processing, soil and water clean-up and waste management. In addition to the special equipment, Lamor's own equipment includes devices, equipment and machinery which is more challenging to acquire through a lease. In addition to its own equipment, Lamor uses leased equipment particularly in the case of more common heavy machinery, such as excavators, transportation vehicles and earthwork machines, as needed.

Research and development

The purpose of Lamor's research and development activities is to support the project operations and growth targets of the business, as well as to create new operating models. Lamor strives to continuously develop new solutions for the environmental challenges of its customers, and furthermore, it aims to find new applications for its existing solutions.

Climate change and droughts, increased environmental awareness, regulation and tightened ESG parameters force Lamor's customers to reconsider their activities related to environmental cleanliness and sustainability. At the same time, these factors also drive Lamor's own research and development activities. Lamor's core philosophy is to develop more simple and efficient technological solutions for the individual environmental challenges of Lamor's customers regardless of where they occur in the world. Lamor recognises that single innovation is not enough, and due to this, the Company continuously strives as a pioneer to develop new methods and find new solutions for the challenges of its customers related to the cleanliness of the environment.

Intellectual property rights

Lamor's intellectual property rights include business names, patents trademarks and Internet domains. Lamor has concluded a licensing agreement with Harbo Technologies Ltd under which it can use certain patents of Harbo Technologies related to the fast response oil boom developed together by Lamor and Harbo Technologies. Lamor has concluded a licensing agreement with Pyroplast Energy Ltd (Clean Planet Energy) under which it can use Clean Planet Energy's pyrolysis technology.

In the view of Lamor's management, the Company's business does not depend on any specific intellectual property rights.

IT

Lamor uses in its operations integrated health, safety, security, environmental and quality management systems (HSSEQ - IMS), which are planned to improve the management of certain health, safety, security, environmental and quality aspects in Lamor's operations and make them more efficient. For more information on the systems, see also "– *Sustainability*". Lamor also uses in its operations a project management and communication platform called Hailer for the management of all of Lamor's processes. Lamor uses the project management and communication platform in, for example, offer calculations, monitoring of projects and communication, and the platform is developed continuously. The joint purpose of the IMS systems and Hailer platform is to automate workflows and processes, simplify communication between various stakeholders and make it more efficient, as well as to integrate all projects, procedures, practices, planning, targets and communication into a single, easily available system.

Lamor uses in its operations its enterprise resource planning software (ERP), quality management system certified under the ISO 9001 standard and environmental management system certified under the ISO 14001 standard. Other important information systems used by Lamor are related to human resources, payroll calculation and bank transactions.

In the view of the management, Lamor's IT systems have been sourced from reputable service providers, and Lamor continuously invests in the development and efficient maintenance of the information systems. The Company's information systems are protected against data breaches and other similar threats, such as malware, with anti-virus software and other solutions and technologies promoting information and cyber security.

Insurance

Lamor's insurances include voluntary and statutory insurances satisfying both national and contractual requirements for insurances. Lamor's insurances include project-specific insurances, as well as insurances in effect until further notice. Lamor's insurance policies cover, for example, property damage, interruption of business, environmental damage, liabilities relating to Lamor's products and services, general liability, liability of the management and officers, as well as damage resulting from criminal offences committed by Lamor's officers, employees or external parties.

Project-specific separate insurances may include local requirements applied in the country where the project is executed, and in the case of large-scale projects, customer may also set special requirements for project-specific insurances. Lamor acquires project-specific insurances satisfying local and the customer's requirements for such projects.

In Lamor's view, its present insurance coverage is appropriate and in line with the market practise both for the insured amounts and the coverage of the insurance policies, and the insurances cover the major risks of Lamor's business operations, taking into account the cost of the insurance coverage and the potential risks of the business operations.

Material agreements

Other than the agreements discussed below, Lamor has not concluded agreements (outside the scope of its ordinary business) which would (i) be or could be material for it and which are concluded during the two previous financial years preceding directly the date of this Offering Circular or (ii) obligations or rights based on which may be material to Lamor at the date of this Offering Circular.

Financing agreements

Financing agreements between Lamor and its financiers are discussed in more detail in the section "*Operating and financial review – Liquidity and capital resources – Liquidity*" of this Offering Circular.

Placing Agreement

Lamor and the Sole Global Coordinator are expected to enter into the Placing Agreement, before the Offering is implemented. Further information regarding the Placing Agreement is presented in the section "*Plan of distribution in the Offering – Placing Agreement*" of this Offering Circular.

Shareholder agreements

Lamor's current shareholders have committed to the shareholders' agreements relating to Lamor, which will cease when the Listing is completed.

Investments

The majority of Lamor's investments relate to investments in business model, costs arising from development of equipment and services, which are activated on the balance sheet, as well as machinery and equipment.

Lamor's investments related to intangible and tangible assets totalled EUR 2.7 million for the nine months ended 30 September 2021 and EUR 1.8 million for the nine months ended 30 September 2020. Lamor's investments for the nine months ended 30 September 2021 included investments in the development of the Company's global network, among others, under the Growth Engine project of Business Finland as well as increasing the base of equipment. Lamor's investments in shares during the review period amounted to EUR 0.7 million (EUR 0.1 million for the nine months ended 30 September 2020), of which the most significant was the Company's investment of EUR 0.4 million in technology company Pyroplast Energy Ltd.

Lamor's investments related to intangible and tangible assets totalled EUR 2.1 million for the year ended 31 December 2020 (IFRS), EUR 2.9 million for the year ended 31 December 2019 (IFRS) and EUR 4.0 million for the year ended 31 December 2018 (FAS).

Lamor did not have significant investments related to intangible and tangible assets, or decisions on such investments between 30 September 2021 and the date of this Offering Circular. Lamor's business is working capital intensive, and as Lamor is expanding its operations currently, its need for working capital will increase further. As such, Lamor expects that significant growth in its business will require investments in the development of business concepts and opening of new offices in the future.

Litigation and arbitration procedures

From time to time, Lamor is subject to various claims and demands arising from its ordinary business. Examples of these include claims relating to the employees, claims presented by suppliers, customers or competitors and administrative proceedings.

In October 2021, the Company was the defendant in a complaint filed to the Colombian competition authority, in which a Colombian company claimed that Lamor's branch Lamor Sucursal Colombia and Lamor's subsidiary Corena Colombia SAS ("**Lamor Colombia**") had breached the competition rules. The claims are related to the Colombian company's employees who have joined Lamor Colombia. The amount claimed by the Colombian company was USD 995,000. The Colombian competition authority issued its resolution in the case on 22 October 2021, in which the plaintiff's claims were dismissed and it was ordered to pay Lamor Colombian's legal costs, as well as a total of USD 30,000 in compensation to Lamor Colombia for the inconvenience incurred. The resolution of the competition authority is not final.

In November 2021, the Company received a claim from a sales agent used by the Company in Kuwait, under which the former sales agent claimed a compensation from the Company based on the agent agreement, which expired in December 2018. The claim does not include an exact amount of the demand for compensation, however the Company's management assess that the maximum amount could be EUR 1.5 million. The Company has disputed the claim, and it is unfounded according to the view of the Company's management. If the parties do not reach an agreement in the case, it may be heard, according to the agent agreement, before a court of law in the state of Virginia in the Unites States.

In addition to the above, as at the date of this Offering Circular and over the period of the preceding 12 months, there have been no governmental, legal, arbitration or administrative proceedings against or affecting Lamor or any of its subsidiaries (and no such proceedings are pending or threatened of which Lamor is aware) which have or may have had in the recent past, individually or together, significant effects on the profitability or the financial position of Lamor, or of Lamor and its subsidiaries taken as a whole.

Regulatory environment and standards

The following is a description of the regulatory environment in which Lamor operates and which can have a material effect on Lamor's business. The purpose of the description is to provide investors with a general overview of the regulation the Lamor is subject to and the approvals, standards, approval processes and controls applicable to its solutions and it should not be considered exhaustive.

Regulation

Lamor's field of business is subject to extensive regulation, as legislation has a key role in reaching targets for environmental protection. In addition, legislation pertaining to the industry is under continuous pressure for change due to increasing environmental awareness, and regulation also strongly guides the activities of Lamor's customers and in part also demand for Lamor's equipment and services. Lamor must comply in its operations with a large amount of legislation, various standards and regulations relating to, for example, the processing of waste and hazardous materials, permits required for the business, health and safety, data protection, public procurement, use of labour, competition, general company law and taxation. The overview below describes legislation relating to permits required for Lamor's business, environmental damage and the remediation of contaminated areas, the management and transportation of waste and the processing of chemicals and hazardous materials.

As at the date of this Offering Circular, Lamor operates in over 100 countries through its subsidiaries and associated companies and its partner and distribution networks. Lamor has subsidiaries and associated companies in 21 countries, and it operates in all continents. The global nature of Lamor's business increases the amount of regulation applied to it, as the content of legislation and regulation may vary significantly between jurisdictions. Part of the regulation related to environmental protection may be national, part of it international or harmonised on the EU level, for example. Lamor must be able to respond to changes in legislation, standards, regulations and case law applicable to it in order to ensure that it complies with the legislation, standards, regulations and case law in its business operations.

It should also be noted that Lamor also operates in developing economies, and activities in such countries are subject to local legislation. Financial, political, administrative and legal systems may not be well established in these countries, and due to this, their legislation related to the themes described below may be very insufficient or differ substantially from the legislation applied in more developed economies. In addition, it is possible that the legislation in such countries does not include any statutes related to environmental protection or other themes presented below. Due to this and the global nature of Lamor's business, the discussion below is an overview by its nature and it should not be considered as exhaustive.

Permits required for Lamor's business

Various permitting, notification and registration procedures are an integral part of environmental protection. The purpose of the procedures is to ensure generally that various activities which possibly cause environmental impacts are carried out in a sustainable and environmentally friendly manner.

Requirements for executing projects and conducting desired business may vary significantly between Lamor's various operating countries, and Lamor must keep itself informed of the content of the legislation, standards and regulations applicable in each of its operating countries, as well as of their changes. However, a part of Lamor's business is generally subject to permits regardless of the operating country. Some of the permits required for Lamor's service business are project-specific, such as environmental permits, and some are organisation-specific, such as permits required for reception and processing of waste. Project-specific permits are required for starting and executing certain individual projects, and organisation-specific permits are required for conducting certain business. Due to the global nature of its business, Lamor continuously has various ongoing permitting processes across the world.

The launch and execution of projects in Lamor's service business often require the acquisition of permits from the authorities. The environmental permit is the most significant permit for Lamor's service business. While situations where an environmental permit should be applied for vary to a certain extent globally, an environmental permit is usually required for activities involving a risk of contamination of the environment. An environmental permit is applied for from the competent authority in the country where the activities requiring a permit are conducted. Lamor typically needs environmental permits for establishing waste management facilities and for the transportation, reception and processing of hazardous waste. In certain cases, the initiation of measures related to the clean-up of soil or water may require an environmental permit. The environmental permit may impose requirements for, among other things, the scope of the activities conducted on the basis of the permit, as well as for the emissions caused by them and for the reduction of such emissions. A condition for granting the permit maybe, for example, that the activities do not cause health hazards or significant contamination of the environment or involve a risk of contamination (this applies to, for example, Finland).

A waste transfer permit is another project-specific permit which Lamor needs regularly (for more information, see "*– Regulation applied to the treatment and transportation of waste*") below. In addition, before certain types of activities with minor environmental impacts are started, they must often be notified to the competent authority of the country in which the activities under notification obligation are carried out. For example, in Finland, such activities covered by the notification obligation include the clean-up of soil or groundwater when it does not require an environmental permit, in certain cases the storage of chemicals which are hazardous to health or the environment, or the maintenance of equipment depots of certain sizes.

The ability of Lamor and its subsidiaries and associated companies to conduct a large part of Lamor's service business is dependent on the ability of Lamor and its subsidiaries and associated companies to acquire both project specific and organisation specific permits required for their business operations. For example, the reception and processing of waste often require an organisation-specific license granted by the competent authority in the country where the business is conducted. For example, in Finland, a company collecting, transporting, storing and processing waste must have appropriate licenses for its business. The provision of oil spill response services also requires a license in certain countries in which Lamor operates.

Regulation applied to environmental damage and remediation of contaminated areas

Legislation on environmental damage usually regulates, for example, the prevention of accidents and contamination, as well as on liabilities related to the remediation of contaminated environments. While the party which caused the contamination is usually liable for the remediation of the contaminated environment, typically the regulations also include provisions under which national authorities may initiate measures required for the remediation of the contaminated environment, if necessary.

The remediation of contaminated areas, such as soil, water bodies or groundwater, is also subject to legislation, regulations and guidelines in many countries. Legislation may define, for example, the framework for the treatment of contaminated areas. Such legislation may contain regulations relating to the assessment of the level of contamination and the need for remediation of the area, allocation of remediation liability or permits required for remediation. Furthermore, the authorities of each country may have issued guidelines or regulations supplementing the legislation as regards, for example, risk assessment and risk management of the activities.

Litter, oil and toxic substances recovered from, for example, water bodies during their remediation and soil excavated in contaminated land areas are usually considered waste which is subject to legislation on waste (see "– *Regulation applied to the treatment and transportation of waste*" below).

Regulation applied to the treatment and transportation of waste

Waste laws usually aim to prevent health and environmental hazards resulting from waste and waste management, decrease the amount of waste and its harmfulness, promote sustainable use of natural resources, ensure well-functioning waste management and prevent littering. Waste legislation is partially harmonised within the EU, but there are significant differences in the content and scope of the regulations both between EU member states and, in particular, internationally. However, waste legislation usually regulates, for example, which materials are classified as waste, who can receive and process waste and how it can be done, how waste can be utilised and how and where waste can be transported and who is allowed to transport it. Business relating to the reception and processing of waste often requires an organisation-specific license from the competent authority in the country where the business is conducted (see "– *Permits required for Lamor's business*" above).

As a part of its operations, Lamor may also need to transport waste and hazardous materials between countries. International shipments of waste are subject to the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes[38], the decision of OECD's council concerning the control of trans frontier movements of wastes destined for recovery operations[39] and the EU's regulation on shipments of waste[40]. The regulation on shipments of waste is enforceable as a law in all EU member states. It includes both the Basel Convention and regulations required by the OECD's decision. National legislation applied in each jurisdiction may include regulations complementing the content of the regulations mentioned above. As a main rule, the transport of waste from one country to another requires a waste transport permit. An exception of this is, for example, the transport of non-hazardous waste inside the OECD for recovery operations. The exporter of waste is obliged to find out if the export of the waste requires a permit granted by waste transport authorities. Unauthorised transport of waste between counties may be a punishable offence.

Regulation applied to the treatment of chemicals and hazardous materials

The legislation of the countries in which Lamor operates may also include regulations relating to, for example, chemicals and hazardous materials. Legislation on chemicals and laws, regulations and guidelines related to hazardous materials often aim to prevent environmental and health hazards resulting from chemicals and hazardous materials. The legislation

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[38] The Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and their Disposal.

[39] Decision of OECD's council concerning the control of trans frontier movements of wastes destined for recovery operations, C(92)39/FINAL.

[40] Regulation (EC) No 1013/2006 of the European Parliament and of the Council of 14 June 2006 on shipments of waste.

may include regulations pertaining to, for example, the registration of chemicals and hazardous materials, their possession and use, their packages and labelling, and their export and import and introduction to the market and disposal.

Standards

The health and safety of Lamor's employees and partners in its network are of utmost importance. Lamor strives to conduct its business in an environmentally friendly way and according to the strictest quality requirements. Lamor complies with all standards covered by its ISO 9001, ISO 14001 and ISO 45001 certifications.

Lamor has established and implemented integrated health, safety, security, environmental and quality management systems (HSSEQ - IMS), which are designed to improve the management of certain health, safety, security, environmental and quality aspects in Lamor's operations and to increase efficiency related to them. Lamor maintains and develops these systems continuously in accordance with the ISO 9001:2008 standard and ISO 14001:2004 standard. The systems are described in more detail in "– *Sustainability*" above.

The overview below describes standards which may have a material effect on Lamor's business.

ISO 9001 – Quality Management Systems

Lamor's quality management system is certified under the ISO 9001 standard. A certified quality management system must be developed and implemented as required by the ISO 9001 standard, and it must also be maintained and developed as required by the standard. The ISO 9001 certificate is a globally recognised proof that the certified company has implemented appropriate processes for quality management, and that it monitors compliance with them and develops its processes continuously. The standard is complied with by companies which want to demonstrate that they strive continuously to recognise risks and opportunities related to their operations and offer high-quality products and services satisfying statutory and regulatory requirements.

ISO 14001 – Environmental Management Systems

Lamor's environmental management system is certified under the ISO 14001 standard. ISO 14001 defines requirements for an environmental management system, which helps the certified company to improve the level of its environmental protection through more efficient use of resources and by decreasing the amount of waste. The standard is complied with by companies which want to demonstrate that they recognise environmental issues related to their operations, as well as manage and monitor them comprehensively.

ISO 45001 – Occupational Health and Safety Management Systems

Lamor applies ISO 45001 standards in its operations. The purpose of the standards is to safeguard the employees and visitors of companies from accidents and illness related to work. The standards are complied with by companies which want to demonstrate their efforts to decrease factors in the work environment which are harmful or endanger the physical and/or mental wellbeing of the employees, as well as to create better and safer working conditions for their employees.

MARKET AND INDUSTRY REVIEW

The description below includes market and industry information based on information derived from third-party sources and estimates made by the Company's management. Where the information is derived from a public source, the source is presented. The estimates of the Company's management are based on non-public sources available to the Company and on the knowledge of the Company's management of the relevant industries and markets. For more information on the sources of market and industry information, see "Certain additional information – Third-party information".

Introduction

Lamor is one of the leading operators in its addressable market, which encompasses environmental solutions for soil clean-up, oil spill response and waste and water treatment. Lamor's business is divided into the equipment business and the services business over three market segments: oil spill response, waste management and water treatment. The Company classifies soil clean-up as part of the waste management market segment. As at the date of this Offering Circular, Lamor operates in more than 100 countries through its subsidiaries and associated companies as well as its partner and distribution networks. The key markets for the Company are the global oil spill response market and the areas of the waste management and water treatment market where the Company has business operations or where it offers or plans to offer commercial solutions. Lamor recent success in the tenders for the soil clean-up project in Kuwait, the oil spill response project in Saudi Arabia as well as waste management project in Guyana offers a wide cross section of the recent market activities and Lamor's position in its addressable markets. In terms of market share, the Company is the world's largest equipment provider as measured by revenue[41], as well as major player in its addressable market in oil spill response services.

Size and characteristics of oil spill response market

The oil spill response market consists of a few dozen operators with annual net sales of several million euros, as well as numerous smaller local service providers. There are only a few significant equipment manufacturers besides Lamor in the market. The Company's management estimates that, based on the total net sales of the largest players on the market, the oil spill response market's size is at least EUR 600 million, in addition to which there are smaller local operators in the market whose market share is around 20 per cent, according to the estimate of Lamor's management. Therefore, the Company's management estimates that the total size of the oil spill response market is around EUR 750 million.

The Company's management believes that Lamor's addressable market will grow particularly as the need for ensuring sufficient oil spill response preparedness increases. The prevention of future environmental damage such as oil spills is increasingly seen as a useful investment, as adequate preparedness significantly decreases the total environmental and financial risk. Oil spill response solutions play a key role in the oil companies' transformation towards a more sustainable business. As environmental awareness and the value of coastal areas increase, the need for effective prevention and remediation of oil spills becomes increasingly more important for oil companies. According to the Company's management, demand for oil spill response solutions is more dependent on the number of shipping routes susceptible to the oil spill risk than on direct oil demand. Oil spill response and prevention play a key role in avoiding future environmental disasters and in fulfilling the sustainable development goals of oil companies. Growing demand for biofuels will also maintain the need for preparedness against oil spills.

Size and characteristics of waste management and water treatment market

The Company's current waste management services can be divided into two parts: waste management services provided to oil companies and soil remediation services. The size of the market for waste management services provided to oil sector companies is estimated to be approximately EUR 1.7 billion in 2021.[42] The Company's management estimates that the current addressable market of the Company's soil clean-up solutions forms a significant aggregate market with a size at least equivalent to the market for waste management services provided to oil sector companies. According to the assessment of the Company's management, the worldwide market is significantly larger, as the Member States of the European Union alone spent an average of about EUR 2.75 billion annually on soil clean-up between 2000 and 2010.[43] The water treatment market, as a whole, is huge; for instance, the size of the market for industrial wastewater comprehensive solutions is around EUR 4 billion.[44]

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[41] This view is based on reviews, ordered by the Company, which are based on information gathered from the public financial statements of the Company's competitors.

[42] Source: Spears & Associates: Oilfield Market Report.

[43] Source: EY: Evaluation of expenditure and jobs for addressing soil contamination in Member States.

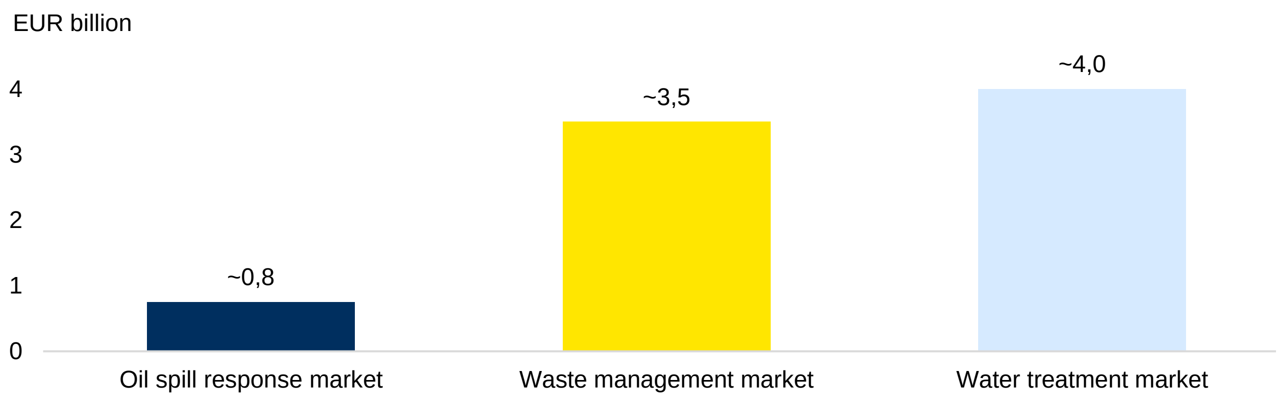
[44] Source: Aquaporin A/S's Prospectus dated 14 June 2021.

The waste management and water treatment market are fairly strictly regulated, and it is typical that projects are acquired through tenders. Certificates (ISO 9001:2008, ISO 14001:2004 and OHSAS 18001:2007) and significant recent references from successfully executed projects are often considered an advantage in tenders for projects.

The Company's management forecasts that the Company's addressable market will grow significantly in the coming years as awareness of sustainable development increases demand for comprehensive end-to-end environmental solutions. The Company's management forecasts that Lamor's addressable market in soil clean-up will grow to approximately EUR 10 billion in the coming years. This growth is forecasted to result in the commencement of new soil clean-up projects and increase of Lamor's geographical coverage. The market itself is significantly larger, as alone in the European Union an average of about EUR 2.75 billion was spent annually on soil clean-up between 2000 and 2010.[45] In addition, the addressable market will grow considerably due to opportunities related to the collection and recycling of plastic waste. According to an estimate by McKinsey, the effect of the plastic recycling market on the performance of the oil market could reach USD 60 billion in 2030. Pyrolysis technology would account for almost half of this, or USD 25.4 billion.[46] The factors related to the transformation of the addressable market are discussed in more detail below in sections "*Market and industry review – Transformation of oil spill response market and its drivers"* and *"Market and industry review – Growth in waste management and water treatment markets and their growth drivers*".

The graph below presents the estimates of the size of Lamor's addressable markets in 2021.

Estimate of the size of Lamor's target markets (2021)[47]



The Company's management assess the target market potential for the next few years at approximately EUR 30 billion.[48]

Transformation of oil spill response market and its drivers

The oil market is expected to remain stable in the coming years[49]. In the past decades, the oil market has successfully reduced the number of significant oil spills to a fraction of their previous number, but according to the Company's management, demand in the oil spill response market has grown steadily. In the management's view, market demand will be driven in the coming years particularly by voluntary preparedness, an increase in oil drilling in harsher environments than before, an increase in extreme weather due to climate change, the transformation of the oil market and stricter legislation governing the oil industry.

[45] Source: EY: Evaluation of expenditure and jobs for addressing soil contamination in Member States.

[46] Source: McKinsey & Company: How plastics waste recycling could transform the chemical industry.

[47] Sources: Spears & Associates: Oilfield Market Report, Aquaporin A/S's Prospectus dated 14 June 2021.

[48] The target market potential for the next few years is based on the assessment, made by the Company's management, on the expansion of target market of the soil clean-up service as well as initiating of business in the plastic collection market of pyrolysis technology, which is estimated to grow to over USD 25 billion by 2030 (McKinsey & Company: How plastics waste recycling could transform the chemical industry).

[49] Source: IAE: Oil 2021.

Voluntary prevention

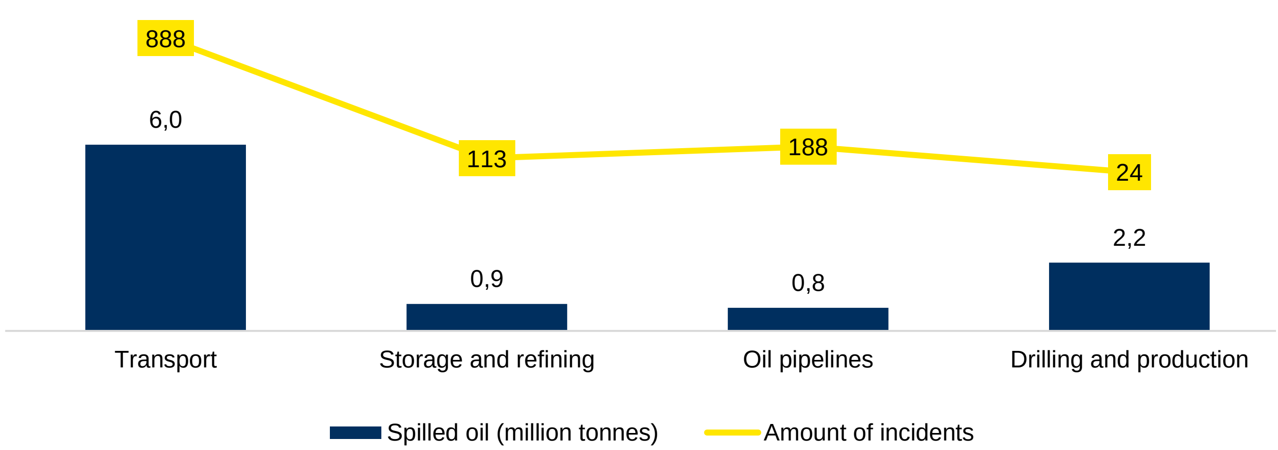
Owing to an increase in environmental awareness, oil sector companies have been under severe pressure to create sustainable solutions for reducing their carbon footprint[50]. In particular, the leak in the drill pipe of the Deepwater Horizon oil drilling rig that occurred in 2010 has served as an incentive for oil sector companies to allocate significant resources to voluntary preventive minimisation of oil incidents, which includes as a key component adequate equipment and services related to oil spill response.[51] With these measure, companies can reduce the potential costs that oil spills might incur to them or the environment.[52] In additional to legal and social requirements, for many companies voluntary investment in high-quality environmental services is an important part of increasing shareholder value. Investors are increasingly avoiding investing in companies that do not dedicate sufficient resources to promoting sustainable development and do not consider sustainability to be a key aspect in their business plan.[53] Lamor's management believes that voluntary prevention will be one of the key drivers in the transformation of the oil spill response market in the medium term over the next five years, and it will further increase in importance as environmental awareness grows in the future.

Increase in oil drilling

In terms of oil spills, oil drilling and production are the riskiest part of the production chain for oil-based products. Although the number of oil spills caused by oil drilling and production is smaller than those occurring in oil transport, storage, refining and oil pipelines, the amount of spilled oil in drilling and production is significantly larger per accident. On average, incidents resulting from oil drilling and production spilled 92 thousand tonnes of oil into the soil and water, whereas in other incidents the averages were under 10 thousand tonnes. The study did not detect a declining trend in oil spills caused by oil drilling and production.[54]

The graph below presents statistical data on global oils spills in 1974–2010.

Global number of oil spills per source of the spill in 1974–2010[55]



Oil drilling is forecasted to grow in the coming years as oil demand continues to recover from the effects of the coronavirus pandemic. The number of oil wells drilled in 2021 is forecasted to grow by 12 per cent compared to 2020. In 2022, growth is expected to accelerate further, reaching 19 per cent over the level of 2021. Growth is expected to occur mainly in the Middle East and South America. Oil drilling operators must also pay closer attention to the maintenance of their current drilling operations in order to restore production to the level before coronavirus pandemic, which will also increase the need for the providers of oil drilling services.[56]

[50] Source: Financial Times: Dutch court orders Shell to accelerate emissions cuts, ExxonMobil faces 'winds of change' as climate battle reaches boardroom; The Guardian: Climate activist shareholders to target US oil giant Chevron.

[51] Source: Oil Spill Prevention: Spill Preparedness Resources.

[52] Source: Capgemini: The Evolution of Emergency Preparedness and Response Capabilities in the Oil and Gas Industry.

[53] Source: Blackrock: A fundamental reshaping of finance.

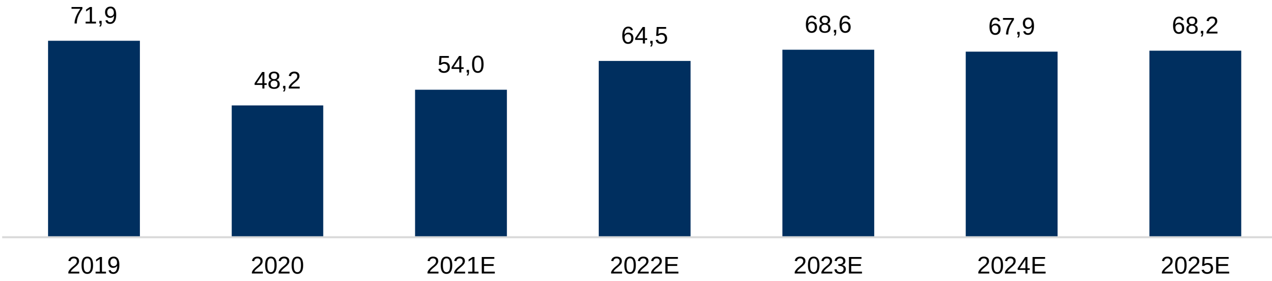
[54] Source: European Commission: Science for environmental policy, Highest risk for severe oil spills from exploration and production.

[55] Source: European Commission: Science for environmental policy, Highest risk for severe oil spills from exploration and production.

[56] Source: Rystad Energy's global drilling activity outlook.

The graph below sets forth the global number of new oil wells drilled from 2019 to 2025 (forecast).

Global number of oil wells drilled in 1,000 units, 2019–2025E[57]



Extreme weather conditions resulting from climate change

Scientific studies have shown that extreme weather conditions will most likely further increase as climate change progresses. Extreme weather conditions include heat waves, forest fires, tropical cyclones, river flooding and extreme droughts. The costs resulting from extreme weather have grown sharply, by seven times from the 1970s to the 2010s.[58] Extreme weather conditions also increase the risk of oil spills globally. Significant factors impacting oil spills are melting permafrost, erosion and tropical cyclones. Melting permafrost is estimated to cause about 23 per cent of all the technical problems oil operators encounter in Russia.[59] As an example of oil spills caused by tropical cyclones, Hurricane Ida is suspected of having caused a major oil spill on the US coast in September 2021. In total, more than 2,000 cases of water pollution were reported in connection with Hurricane Ida.[60]

Transformation of the oil market

Although the aim of the oil market is to reduce the production of crude oil in the coming decades, under current policies oil demand is forecasted to continue to grow until at least 2040. Between 2019 and 2040, demand is forecasted to grow by around 6 per cent. The main growth regions are in Asia-Pacific, Africa, the Middle East and South America. In the developed countries, the oil industry will see a negative change in demand throughout the forecast period. The main growth drivers for demand are population growth and improving living standards in lower-income countries. The scenario used in the forecasts is the IEA's Stated Policies Scenario (STEPS), which is based on current rules and restrictions in force. In the IEA's more ambitious Sustainable Development Scenario (SDS), oil demand would decrease by 34 per cent between 2019 and 2040.[61]

The graph below presents global demand for oil from 2019 until 2040 (forecast).

[57] Source: Rystad Energy's global drilling activity outlook.

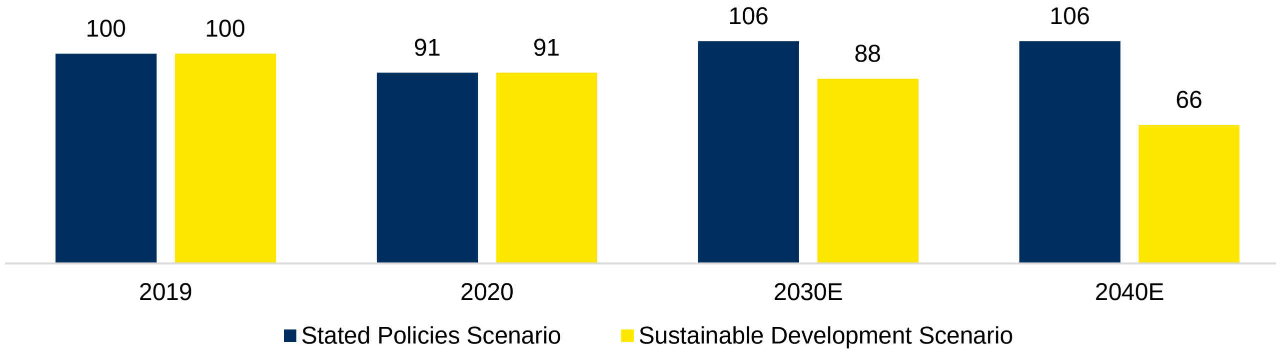
[58] Source: UN: Climate and weather-related disasters surge five-fold over 50 years, but early warnings save lives.

[59] Source: The Wall Street Journal: Big Oil Is Vulnerable to Climate Change. Literally.

[60] Source: The Washington Post: Oil spill in Gulf of Mexico is one of more than 2,000 reports of water pollution after Ida.

[61] Source: Oil demand by region and scenario, 2018–2040.

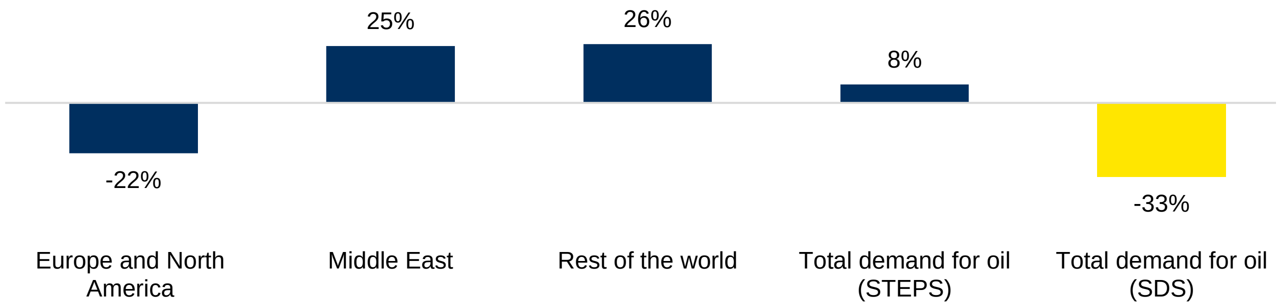
Global demand for oil, million oil barrels per day[62]



Liquid fuels will remain in use for a long time, which for its part will maintain demand for oil spill response solutions. This is also supported by the shift towards biofuels, which will increase their relative share considerably over the coming decades. Demand for biofuels is expected to grow continuously at least until 2040. Biofuels will play a key role in global energy production in the future. In the Stated Policies Scenario, growth in demand for biofuels is forecasted to be 150 per cent between 2019 and 2040, whereas over the same period total demand for oil is forecasted to grow by 8 per cent. In the Sustainable Development Scenario, growth in demand for biofuels over the same period is forecasted to be about 320 per cent and the drop in total demand for oil is forecasted at about 33 per cent.[63] According to the Company's management, the transformation of the oil market could potentially create demand for the oil spill response market also through the closure of refineries, industrial facilities and fuelling stations. However, biofuels still account for a very small share of the market, as in 2019 daily demand for oil was around the same level as the demand for biofuels for an entire year (about 100 million tonnes of oil equivalent).

The graph below presents the change in oil demand by region from 2018 until 2045 (forecast).

Change of geographical demand for oil (STEPS) in 2018–2045, %[64]



The forecasted change in the oil market has also compelled national economies that are highly dependent on oil to look further into the future. The historically oil dependent nations of Saudi Arabia, Kuwait, Egypt and United Arab Emirates have launched national plans for diversifying their economies by increasing the importance of tourism, for example. Clean nature and, thus, the clean-up of oil damages play an important part in these plans.[65]

[62] Source: IAE: Oil demand by region and scenario, 2018–2040.

[63] Source: IAE: Oil demand by region and scenario, 2018-2040, Breakdown of global bioenergy demand 2010-2040.

[64] Source: IAE: Oil demand by region and scenario, 2018–2040.

[65] Source: Saudi Arabia (Vision 2030), Kuwait (Vision 2035 “New Kuwait”), Egypt (Egypt Vision 2030), United Arab Emirates (UAE Vision 2021).

Tighter regulation

Tighter legislative requirements concerning oil spill response capabilities may potentially be a significant driver of market growth. For instance, in 1990, the United States Congress announced 41 new requirements concerning the oil spill response capabilities of oil companies and the prevention of oil incidents. The oil industry has since spent more than USD 17 billion in order to comply with these requirements.[66] Lamor's management considers it unlikely that legislation will be tightened in the developed countries, but in the emerging countries a transition towards the standards of the developed countries can be expected.

Growth in waste management and water treatment markets and their growth drivers

The Company's management expects the waste management and water treatment markets to grow steadily in the coming years, increasing demand for comprehensive end-to-end environmental solutions. Market demand will increase particularly due to new regulation and increasing restrictions, growing environmental awareness, the opening up of new market areas and positive development of the global economy. In particular, the Company's management expects growth in the soil clean-up and plastic waste management markets.

New regulation and increasing restrictions

Restrictions in the waste management and water treatment markets have increased considerably in recent years and decades. According to the Company's management, long-term storage was standard practice in the industry in the past, followed by waste disposal at a later date. Nowadays this is prohibited almost everywhere in the world, and even the smallest delays can result in sanctions for companies. In addition, requirements concerning the sorting and processing of various waste have been increased, especially in the emerging countries.[67] According to the Company's management, requirements relating to the circular economy also support market growth.

Governments have tightened regulations to prevent the pollution of land and water areas, forcing companies to specify their waste management and water treatment processes and to remediate polluted areas. According to the Company's management, the legislation in an increasing number of countries stipulates the immediate remediation of polluted areas in order to avoid future environmental problems.

Increasing environmental awareness

Increased awareness of the adverse effects of environmental damages has forced governments to pay attention to soil and water areas that have been left uncleaned.[68] There is contaminated soil due to oil and chemical spills especially in the emerging countries, where a considerable number of major oil spills has still not been cleaned.[69] There is a broad need for remediation in the developed countries as well. For example, it is estimated that there are around 3.5 million abandoned oil wells in North America and around one million polluted land areas in North America and Europe combined.[70] The Company's management estimates that the measures related to remediating old damage will create a significant market for innovative and sustainable means of solving problems, as increased environmental awareness is steering governments to pay attention also to how new accidents and environmental damage can be avoided as effectively as possible in the future in the logistic chains for liquid fuels and other chemicals.

The Company's management believes that several major soil remediation projects will be carried out in the coming years, which will drive growth in the Company's addressable market. Many of these projects have already been funded as at the date of the Offering Circular. The table below lists active and potential near-future projects identified by the Company's management.

[66] Source: Oil Spill Prevention: History.

[67] Source: UN: Global assessment of soil pollution.

[68] Source: International Institute for Sustainable Development: Green Finance Approaches to Soil Remediation.

[69] Source: Wikipedia: List of oil spills (https://en.wikipedia.org/wiki/List_of_oil_spills).

[70] Source: EEA (Contamination from local sources), EPA SA (Site contamination, 2016), U.S. EPA (Inventory of U.S. Greenhouse Gas Emissions and Sinks: 1990–2019, 2021), Treasury Board of Canada (Federal contaminated sites inventory), Reuters (Special Report: Millions of abandoned oil wells are leaking methane, a climate menace, 2020).

Examples of planned soil clean-up projects

Project	Main project type	Phase	Cost estimate (EUR million, unless stated otherwise)
Oil fields in Saudi Arabia	Soil clean-up	Planning	~ 1.000
Oil fields in Oman	Soil clean-up	Planning	150–200
Oil fields in Baku	Soil clean-up	Planning	150–200
Oil delta in Nigeria	Soil clean-up	Planning	~ 10.000
Oil fields in Libya	Soil clean-up	Planning	~ 1.000
Profanape project in Peru	Soil clean-up	Planning (financed in part)	40
Amazonia Viva, Ecuador	Soil clean-up	Planning (financed)	100+
Kazakhstan	Soil clean-up	Planning	100
Las Salinas, Chile	Soil clean-up	Planning (financed)	50

Emerging new market areas

Western oil companies have, among other players, increasingly committed to reducing the use of crude oil and finding future solutions with a smaller carbon footprint. The sustainable development solutions named in this connection include carbon capture and reuse, low-carbon hydrogens, biofuels and offshore wind farms.[71] The Company's management has identified particular market opportunities in recycling and refining of plastic waste into low-carbon material for reuse.

Lamor's solutions for tackling plastic pollution in rivers consist of collecting plastic waste from rivers across the world before it is carried to the sea and, in the future, refining collected plastic into a fuel or raw material for petrochemical industry through pyrolysis technology. The collection of plastics from rivers is an effective method, as 90 per cent of the plastic polluting the world's oceans comes from just 10 rivers.[72] The Company's management estimates that the majority of the world's plastic waste comes from municipal waste. A total of 32 per cent of the plastic produced annually ended up in the environment untreated, and only 2 per cent of plastic was recycled for reuse.[73] In addition to tackling major environmental problems, more efficient recycling of plastic waste will create huge opportunities for oil companies through a decrease in costs enabled by the recycling of raw material. Shell, among others, has invested in a company that converts plastic waste into oil using pyrolysis technology.[74] According to an estimate by McKinsey, the effect of the plastic recycling market on the performance of the oil market could reach as much as USD 60 billion in 2030. Pyrolysis technology would account for almost half of this, or USD 25.4 billion.[75]

Positive development of the global economy

The state of government finances and public projects around the world have an impact on major waste management investments, in particular, as these projects are often publicly funded. Government finances have deteriorated during the coronavirus pandemic, which has had a negative impact on the execution of many projects, as public bodies have had to prioritise economic efforts that have been deemed to be more acute. The impact of the coronavirus pandemic has been particularly negative for the emerging economies, where the national economy is highly dependent on the development of

[71] Source: International Energy Agency: Oil markets face uncertain future after rebound from historic Covid-19 shock.

[72] Source: Gray, A., 2018. 90% of plastic polluting our oceans comes from just 10 rivers.

[73] Source: McKinsey & Company: The new plastics economy, rethinking the future of plastics.

[74] Source: ENDS Waste & Bioenergy: Shell takes 21.2% stake in plastic-to-oil company.

[75] Source: McKinsey & Company: How plastics waste recycling could transform the chemical industry.

the global economy.[76] The World Bank has estimated that the negative effect of coronavirus on the global economy was EUR 2.9 trillion in 2020 as measured by global GDP.[77]

Over the long term, economic development in the emerging countries appears to be continuing the trend preceding the coronavirus pandemic. GDP in the emerging countries, measured by real prices, will grow significantly faster than in the developed countries.[78] Improving economic conditions will enable the implementation of major projects in countries where there are significant soil remediation needs.

The table below presents the increase in real GDP in the developed countries, emerging countries and low-income countries, as well as the increase in the global GDP from 2018 to 2023 (forecast).

Increase in real GDP, %

Region	2018	2019	2020E	2021E	2022E	2023E
Developed countries[79]	2.3	1.6	-4.7	5.4	4.0	2.2
Emerging countries[80]	4.6	3.8	-1.7	6.0	4.7	4.4
Low-income countries[81]	4.7	4.3	0.7	2.9	4.7	5.6
Globally	**3.2**	**2.5**	**-3.5**	**5.6**	**4.3**	**3.1**

Competitive landscape

The Company believes, based on the achieved success in recent large tenders, that it possesses a strong competitive position in its market due to its know-how. According to the Company's management, Lamor is one of the only players in its market that can provide comprehensive environmental solutions for oil industry, of which sectors are risk assessment and preparedness planning, building up readiness, reaction capacity, limiting oil spread, collecting oil, cleaning up the environment and, finally, treatment of the waste created or its delivery to another party for treatment. Lamor believes it can offer a highly strong value proposition for these sub-areas, to which there are almost no direct competitors.

There are a relatively small number of companies operating in the oil spill response market, which is focused on a few large operators. The leading players in the market are large companies of the industry with the ability to operate internationally, like Lamor, due to their international network. There are also some medium-sized companies in the market with a specialised or narrow offering and geographical coverage. In addition, there are a number of local operators in the market. The large players focus almost solely on services. According to the Company's management, Lamor has only 4–5 global competitors in the equipment market that are significantly smaller than Lamor.

In addition to Lamor, the large and medium-sized companies offering oil spill response solutions in the oil spill response market are Adler & Allan, Ambipar Response, Clean Gulf Associates, Clean Harbors, Desmi, Marine Spill Response Corporation (MSRC), National Response Corporation (NRC, part of US Ecology), Oil Spill Response Limited (OSRL) and Vikoma. Of these, Clean Gulf Associates, MSRC and OSRL are non-profit organisations focusing entirely on oil spill response services in their limited target geographical areas. Adler & Allan also focuses exclusively on oil spill response services. Clean Harbors focuses mainly on waste management and water treatment but also operates to a limited extent in the oil spill response market. Vikoma and Desmi have a strong position in the oil spill response equipment market, but they do not offer oil spill response services. Ambipar Response and NRC are close to Lamor in terms of their offering, but they mostly operate in different geographical markets, with Ambipar Response's strongest market areas mainly being the United States and Brazil, in which Lamor is not strongly present. NRC operates mostly in North America.[82]

[76] Source: World Bank: The Global Economy: on Track for Strong but Uneven Growth as COVID-19 Still Weighs.

[77] Source: World Bank data: GDP (USD, in the present prices).

[78] Source: World Bank: Global Economic Prospects, June 2021.

[79] United States, Eurozone and Japan.

[80] China, Indonesia, Thailand, Russia, Turkey, Poland, Brazil, Mexico, Argentina, Saudi Arabia, Iran, Egypt, India, Pakistan, Bangladesh, Nigeria, South Africa and Angola.

[81] Afghanistan, Burkina Faso, Burundi, Central African Republic, Chad, Democratic Republic of the Congo, Eritrea, Ethiopia, Gambia, Guinea-Bissau, Haiti, Liberia, Madagascar, Malawi, Mali, Mozambique, Niger, Rwanda, Sierra Leone, South Sudan, Sudan, Tajikistan, Togo and Uganda.

[82] Source: company web sites.

The waste management and water treatment markets are fragmented, with numerous operators of various sizes. In the waste management market, Lamor offers integrated hazardous and non-hazardous waste management services for the oil and gas industry as well as other industrial customers. The larger market players offer broader waste management service packages and often are not direct competitors due to their different services and geographical focus. The smaller players, on the other hand, cannot serve as system integrators in projects in the same way as Lamor, but focus mainly on individual part projects in the role of subcontractor. In the water treatment market, the competitors are often the same as in the waste management market. According to Lamor's management, the Company benefits from its wide offering as it is able to offer economies of scale to its customers as it delivers comprehensive end-to-end project solutions and technologies.

In the waste management and water treatment markets, Lamor's main competitors are the largest companies in the market, which are Clean Harbors, Séché, Suez and Veolia. The large players offer a comprehensive range of waste management and water treatment services, but Lamor's addressable market is not their main market. In addition, the large players focus on different geographical markets than Lamor, maintaining a presence mainly in the developed markets of Europe and North America.[83] Lamor differentiates itself from its competitors in the waste management and water treatment markets as an oil industry expert that has succeeded in combining its oil spill response business with its strong competence in waste management and water treatment. The company has executed a market driven expansion, in which the requests from the customers in oil industry have led to the expansion of the Company's business first from oil spill response equipment to oil spill response services and then to waste management and water treatment.

[83] Source: Company web sites.

SELECTED FINANCIAL INFORMATION

Lamor has prepared its first audited consolidated financial statements under IFRS for the year ended 31 December 2020. The IFRS consolidated financial statements include unaudited comparative information for the year ended 31 December 2019 and an unaudited opening IFRS balance sheet for the transition date 1 January 2019. Lamor's audited consolidated financial statements for the years ended 31 December 2019 and 31 December 2018 have been prepared in accordance with FAS.

The financial information contained in this section is based on Lamor's unaudited consolidated interim report as at and for the nine months ended 30 September 2021, which has been incorporated in this Offering Circular by reference and prepared in accordance with the IAS 34 Interim Financial Reporting standards, including unaudited comparative figures as at and for the nine months ended 30 September 2020 and Lamor's audited consolidated financial statements as at and for the year ended 31 December 2020 including unaudited comparative consolidated financial information as at and for the year ended on 31 December 2019, which have been prepared in accordance with the IFRS and Lamor's audited consolidated financial statements as at and for the year ended 31 December 2019 and 31 December 2018 prepared in accordance with FAS. The information concerning key figures contained in this section has been prepared, where applicable, for the Company's consolidated financial statements and interim report and, where applicable, for this Offering Circular.

The selected financial information contained in this section should be read together with the sections "*Certain additional information – Presentation of financial and certain other information*" and "*Operating and financial review*" as well as the consolidated interim report as at and for the nine months ended 30 September 2021, which has been incorporated in this Offering Circular by reference and prepared in accordance with the IAS 34 Interim Financial Reporting standards and on which a review of historical financial information has been performed, including unaudited comparative figures as at and for the nine months ended 30 September 2020, Lamor's audited consolidated financial statements as at and for the year ended 31 December 2020 including unaudited comparative consolidated financial information as at and for the years ended on 31 December 2019, which have been prepared in accordance with the IFRS and Lamor's audited consolidated financial statements as at and for the year ended 31 December 2019 and 31 December 2018 prepared in accordance with FAS.

Consolidated Statement of Profit and Loss	For the nine months ended 30 September		For the year ended 31 December	
	(IFRS)			
	2021	2020	2020	2019
(EUR million, unless otherwise indicated)	(unaudited)		(audited)	(unaudited)
Revenue	**35.2**	**35.0**	**45.6**	**48.1**
Materials and services	-21.0	-20.7	-27.8	-29.9
Other operating income	0.6	0.1	0.4	0.2
Employee benefit expenses	-5.9	-6.1	-7.9	-7.2
Other operating expenses	-4.4	-3.0	-4.8	-5.0
Share of results in associated companies	-0.4	0.1	0.1	0.4
EBITDA	**4.2**	**5.3**	**5.6**	**6.6**
Depreciations, amortisations and impairment	-2.7	-2.3	-3.2	-3.1
Operating profit (EBIT)	**1.4**	**3.0**	**2.4**	**3.5**
Financial income	0.2	0.0	0.0	0.2
Financial expenses	-1.2	-0.9	-1.5	-1.3
Profit before tax	**0.4**	**2.1**	**1.0**	**2.4**
Income tax	-0.2	-0.6	-0.2	-0.5
Profit for the financial year	**0.2**	**1.6**	**0.8**	**1.9**
Attributable to				
Equity holders of the parent	0.3	0.4	0.7	1.6
Non-controlling interests	-0.1	1.2	0.2	0.2
Earnings per share				
Earnings per share, basic, euros	0.65	1.00	1.75	4.31

Consolidated Statement of Other Comprehensive Income	For the nine months ended 30 September		For the year ended 31 December	
	(IFRS)			
	2021	2020	2020	2019
Profit for the financial year	**0.2**	**1.6**	**0.8**	**1.9**
Other comprehensive income, net of taxes:				
Items that may be reclassified to profit or loss in subsequent periods (net of tax):				
Exchange differences on translation of foreign operations, net of tax	0.4	-0.4	-0.8	0.4
Other comprehensive income/(loss) for the year, net of tax	**0.4**	**-0.4**	**-0.8**	**0.4**
Total comprehensive income for the financial year	**0.6**	**1.1**	**0.1**	**2.2**
Attributable to				
Equity holders of the parent	0.7	0.0	-0.1	2.0
Non-controlling interests	-0.1	1.2	0.2	0.2

Income statement	For the year ended 31 December (FAS) 2019	2018
(EUR million)	(audited)	
Revenue	**47.6**	**43.9**
Production for own use	1.3	1.9
Other operating income	0.6	1.6
Materials and services	-29.0	-29.5
Personnel expenses	-6.1	-6.4
Depreciations, amortisations and impairment	-3.7	-3.3
Other operating expenses	-8.5	-9.0
Share of associated companies' profits	0.4	0.2
Operating profit (EBIT)	**2.6**	**-0.5**
Financial income and expenses	-1.1	-1.0
Profit (loss) before appropriations and taxes	**1.6**	**-1.5**
Appropriations	0.0	0.0
Profit (loss) before taxes	**1.6**	**-1.5**
Income taxes	-0.5	-0.3
Minority interest	-0.2	0.3
Profit (loss) for the financial year	**0.8**	**-1.5**

Consolidated statement of Financial Position	As at 30 September		As at 31 December	
	(IFRS)			
	2021	2020	2020	2019
(EUR million)	(unaudited)		(audited)	(unaudited)
Assets				
Non-current assets				
Goodwill	18.0	18.0	17.9	17.9
Intangible assets	4.2	4.7	4.3	5.0
Property, plant and equipment	4.7	4.0	3.9	4.5
Right of use assets	6.0	1.2	1.0	1.5
Investments in associated companies	3.8	3.8	3.8	3.6
Investments in other shares	0.4	0.4	0.4	0.4
Deferred tax assets	1.5	1.0	1.4	1.0
Total non-current assets	**38.7**	**33.0**	**32.6**	**33.9**
Current assets				
Inventories	9.4	8.8	6.9	8.5
Trade receivables	7.5	15.4	9.5	9.2
Contract assets	15.3	2.1	4.3	3.4
Prepayments and other receivables	4.6	4.8	4.6	3.8
Short term investments	0.1	0.2	0.2	0.2
Cash and cash equivalents	2.4	3.8	5.3	1.7
Total current assets	**39.4**	**35.1**	**30.8**	**26.8**
Total assets	**78.1**	**68.1**	**63.4**	**60.8**

Consolidated statement of Financial Position	As at 30 September		As at 31 December	
	(IFRS)			
	2021	2020	2020	2019
(EUR million)	(unaudited)		(audited)	(unaudited)
Equity and liabilities				
Equity				
Share capital	3.9	3.9	3.9	0.4
Issue of shares	0.0	0.0	0.6	0.0
Translation differences	0.0	-0.1	-0.4	0.4
Reserve for invested unrestricted equity	12.4	11.4	11.4	14.9
Retained earnings / accumulated deficit	12.2	13.0	12.8	12.7
Equity attributable to equity holders of the parent	**28.5**	**28.2**	**28.3**	**28.3**
Non-controlling interests	0.8	3.9	1.2	2.9
Total equity	**29.3**	**32.1**	**29.4**	**31.2**
Non-current liabilities				
Interest-bearing loans and borrowings	10.1	2.1	3.5	1.6
Lease liabilities	3.4	0.5	0.3	0.9
Deferred tax liability	0.2	0.3	0.2	0.3
Other non-current financial liabilities	0.4	0.2	0.1	0.2
Total non-current liabilities	**14.1**	**3.1**	**4.1**	**3.0**
Current liabilities				
Interest-bearing loans and borrowings	14.6	16.9	12.5	14.0
Lease liabilities	2.2	0.7	0.8	0.7
Provisions	0.0	0.1	0.1	0.1
Trade payables	9.0	10.1	8.8	7.5
Contract liabilities	1.6	0.8	3.0	1.1
Other short-term liabilities	7.2	4.3	4.7	3.4
Total current liabilities	**34.7**	**32.9**	**29.9**	**26.6**
Total liabilities	**48.8**	**36.0**	**34.0**	**29.6**
Total equity and liabilities	**78.1**	**68.1**	**63.4**	**60.8**

Balance sheet	As at 31 December (FAS) 2019	2018
(EUR million)	(audited)	
ASSETS		
NON-CURRENT ASSETS		
Intangible assets	5.5	6.0
Goodwill	2.3	3.3
Tangible assets	4.2	3.7
Investments	4.6	4.1
Total non-current assets	**16.7**	**17.1**
CURRENT ASSETS		
Inventories	8.6	9.0
Non-current receivables	0.6	0.7
Current receivables	19.6	21.8
Deferred tax assets	0.4	0.4
Cash and cash equivalents	1.9	3.3
Total current assets	**31.0**	**35.1**
TOTAL ASSETS	**47.6**	**52.2**
EQUITY AND LIABILITIES		
EQUITY		
Share capital	0.4	0.4
Reserve for invested unrestricted equity	15.1	15.1
Retained earnings (loss)	-1.7	-0.6
Profit (loss) for the financial year	0.8	-1.5
Total equity	**14.5**	**13.3**
Minority interest	**2.9**	**2.9**
LIABILITIES		
Long-term liabilities	1.8	2.8
Interest-bearing liabilities	1.6	2.4
Non-interest-bearing liabilities	0.2	0.4
Current liabilities	28.4	33.2
Interest-bearing liabilities	13.5	11.8
Non-interest-bearing liabilities	15.0	21.4
Total liabilities	**30.2**	**36.0**
TOTAL EQUITY AND LIABILITIES	**47.6**	**52.2**

Consolidated Statement of Cash Clows	For the nine months ended 30 September		For the year ended 31 December	
	(IFRS)			
	2021	2020	2020	2019
(EUR million)	(unaudited)		(audited)	(unaudited)
Net cash flow from operating activities.	-6.5	1.1	6.0	1.2
Net cash flow from investing activities..	-3.8	-1.7	-2.0	-2.6
Net cash flow from financial activities...	7.4	2.7	-0.5	-0.0
Net change in cash and cash equivalents	**-2.9**	**2.1**	**3.6**	**-1.4**
Cash and cash equivalents at 1 January	**5.3**	**1.7**	**1.7**	**3.1**
Cash and cash equivalents at 31 December.....................................	**2.4**[(1)]	**3.8**[(2)]	**5.3**	**1.7**

(1) As at 30 September 2021.
(2) As at 30 September 2020.

Cash flow statement	For the year ended 31 December	
	(FAS)	
	2019	2018
(EUR million)	(audited)	
Cash flow from operating activities (A).	0.9	4.2
Cash flow from investing activities (B)..	-2.9	-5.0
Cash flow from financing activities (C) .	0.7	2.0
Change in liquid assets (A+B+C) increase (+) / decrease (-)**...................**	**-1.4**	**1.2**
Cash and cash equivalents at 1 January	**3.3**	**2.1**
Cash and cash equivalents at 31 December	**1.9**	**3.3**

Key figures	For the nine months ended 30 September		For the year ended 31 December	
	(IFRS)			
	2021	2020	2020	2019
(EUR million, unless otherwise indicated)	(unaudited)		(unaudited, unless otherwise indicated)	
Revenue	35.2	35.0	45.6(1)	48.1
EBITDA	4.2	5.3	5.6(1)	6.6
EBITDA margin -%	11.8 %	15.2 %	12.3 %	13.8 %
Adjusted EBITDA	4.7	5.3	6.4	6.6
Adjusted EBITDA margin -%	13.4 %	15.2 %	14.0 %	13.8 %
Operating Profit (EBIT)	1.4	3.0	2.4(1)	3.5
Operating Profit (EBIT) margin -%	4.1 %	8.6 %	5.3 %	7.2 %
Adjusted Operating Profit (EBIT)	2.2	3.2	3.4	3.7
Adjusted Operating Profit (EBIT) margin -%	6.1 %	9.1 %	7.5 %	7.7 %
Profit for the financial year	0.2	1.6	0.8(1)	1.9
Earnings per share, basic, euros	0.65	1.00	1.75(1)	4.31
Equity ratio -%	37.2 %	41.9 %	46.8 %	47.4 %
Net gearing -%	98.3 %	58.3 %	41.6 %	54.4 %
Orders received	247.0	36.0	42.6	42.0
Order backlog	228.0	23.8	19.4	22.6
Operative capex	-2.7	-1.6	-1.9	-2.8
M&A capex	0.0	0.0	-0.1	0.2
Average number of employees	264	453	432	332

(1) Audited.

Key figures	For the year ended 31 December	
	(FAS)	
	2019	2018
(EUR million, unless otherwise indicated)	(unaudited, unless otherwise indicated)	
Revenue	47.6(1)	43.9(1)
EBITDA	6.3	2.7
Operating profit (EBIT)	2.6(1)	-0.5(1)
Operating profit (EBIT) margin -%	6 %	0 %
Profit (loss) for the financial year	0.8(1)	-1.5(1)
Equity ratio -%	37 %	34 %
Equity	14.5(1)	13.3(1)

(1) Audited.

Reconciliation of alternative key figures

The reconciliation of alternative key figures is presented on the following table for the periods indicated.

Key figures	For the nine months ended 30 September 2021	For the nine months ended 30 September 2020	For the year ended 31 December 2020	For the year ended 31 December 2019
	(IFRS)			
(EUR million)	(unaudited)		(unaudited, unless otherwise indicated)	
EBITDA				
Operating profit (EBIT)	1.4	3.0	2.4(1)	3.5
Depreciations and impairments of tangible and intangible assets	2.7	2.3	3.2	3.1
EBITDA	**4.2**	**5.3**	**5.6(1)**	**6.6**
EBITDA %	11.8 %	15.2 %	12.3 %	13.8 %
Adjusted EBITDA				
Operating profit (EBIT)	1.4	3.0	2.4(1)	3.5
Depreciations and impairments of tangible and intangible assets	2.7	2.3	3.2	3.1
Non-recurring items, EBITDA(2)	0.6	0.0	0.8	0.0
Adjusted EBITDA	**4.7**	**5.3**	**6.4**	**6.6**
Adjusted EBITDA %	13.4 %	15.2 %	14.0 %	13.8 %
Operating profit (EBIT) margin - %				
Operating profit (EBIT)	1.4	3.0	2.4(1)	3.5
Operating profit (EBIT) margin - %	4.1 %	8.6 %	5.3 %	7.2 %
Adjusted Operating profit (EBIT)				
Operating profit (EBIT)	1.4	3.0	2.4(1)	3.5
Non-recurring items, EBIT(3)	0.7	0.2	1.0	0.2
Adjusted Operating profit (EBIT)	**2.2**	**3.2**	**3.4**	**3.7**
Adjusted Operating profit (EBIT) margin -%	6.1 %	9.1 %	7.5 %	7.7 %
Equity ratio -%				
Equity holders of the parent	28.5	28.2	28.3(1)	28.3
Advances received(4)	1.6	0.8	3.0	1.1
Total assets	78.1	68.1	63.4(1)	60.8
Equity ratio -%	**37.2 %**	**41.9 %**	**46.8 %**	**47.4 %**
Net gearing -%				
Interest-bearing liabilities(5)	30.3	20.3	17.1	17.1
Cash and cash equivalents	-2.4	-3.8	-5.3(1)	-1.7
Total net debt	28.0	16.4	11.8	15.4
Equity holders of the parent	28.5	28.2	28.3(1)	28.3
Net gearing -%	**98.3 %**	**58.3 %**	**41.6 %**	**54.4 %**
Operative capex				
Investments in tangible and intangible assets	-2.7	-1.8	-2.1(1)	-2.9
Sale of tangible and intangible assets	0.1	0.2	0.2(1)	0.1
Operative capex	**-2.7**	**-1.6**	**-1.9**	**-2.8**
M&A capex				
Acquisition of subsidiaries and businesses, net of cash acquired	0.0	0.0	-0.1	0.0
Disposals of subsidiaries and businesses, net of cash acquired	0.0	0.0	0.0	0.2
M&A capex	**0.0**	**0.0**	**-0.1**	**0.2**

(1) Audited.

(2) Includes business combinations expenses.
(3) Includes business combinations expenses as well as amortisation of intangible assets identified in PPA.
(4) Includes contract liabilities.
(5) Includes non-current interest-bearing liabilities, non-current lease liabilities, current interest-bearing liabilities and current lease liabilities.

	For the year ended 31 December (FAS)	
Key figures	**2019**	**2018**
(EUR million)	(unaudited, unless otherwise indicated)	
Operating profit (EBIT) margin -%		
Operating profit (EBIT)	2.6[(1)]	-0.5[(1)]
Operating profit (EBIT) margin -%	**6 %**	**0 %**
Net debt		
Interest-bearing liabilities[(2)]	15.0[(1)]	14.2[(1)]
Cash and cash equivalents	-1.9[(1)]	-3.3[(1)]
Net debt	**13.1**	**11.0**
EBITDA		
Operating profit (EBIT)	2.6[(1)]	-0.5[(1)]
Depreciations, amortisations and impairment	3.7[(1)]	3.3[(1)]
EBITDA	**6.3**	**2.7**
Equity ratio -%		
Equity including minority interest[(3)]	17.4	16.2
Advances received	1.1[(1)]	5.1[(1)]
Total assets	47.6[(1)]	52.2[(1)]
Equity ratio -%	**37 %**	**34 %**

(1) Audited.
(2) Includes current and non-current liabilities to financial institutions, current and non-current liabilities to shareholders and current and non-current liabilities to others.
(3) Total equity in aggregate minority interest.

Definitions and calculation of key figures

Key figure		Definition or calculation	
EBITDA	=	Operating profit + depreciations and amortisation	
EBITDA margin -%	=	Operating profit + depreciations and amortisation / Revenue	x 100
Adjusted EBITDA	=	Reported EBITDA + restructuring profit/costs + sales profit/- loss of tangible assets related to business combinations or other than day-to-day business + profits/costs from compensation for damages + transaction costs related to business combinations + IPO related expenses	
Adjusted EBITDA margin -%	=	Reported EBITDA + restructuring profit/costs + sales profit/- loss of tangible assets related to business combinations or other than day-to-day business + profits/costs from compensation for damages + transaction costs related to business combinations + IPO related expenses / Revenue	x 100
Operating profit (EBIT)	=	Profit for the financial year before financing items and taxes.	
Operating profit (EBIT) margin -%	=	Operating profit / Revenue	x 100
Adjusted EBIT	=	Reported EBIT + amortizations from goodwill and depreciations from allocations relating to business combinations + restructuring profits/costs + sales profit/- loss of tangible assets related to business combinations or other than day-to-day business + profits/costs from compensation for damages + transaction costs related to business combinations + IPO related expenses	
Adjusted operating profit (EBIT) margin -%	=	Reported EBIT + amortizations from goodwill and depreciations from allocations relating to business combinations + restructuring costs + sales profit/- loss of tangible assets related to business combinations or other than day-to-day business + profits/costs from compensation for damages + transaction costs related to business combinations + IPO related expenses / Revenue	x 100
Earnings per share, basic, euros	=	Profit for the period attributable for shareholders of the company / Weighted average number of shares outstanding during the period	x 100
Equity ratio -%	=	Shareholders equity / Balance sheet total – advances received	x 100
Net gearing -%	=	Non-current interest-bearing liabilities + Non-current lease liabilities + Current interest-bearing liabilities + Current lease liabilities – Cash and cash equivalents – Other rights of ownership under Current and Non-current investments / Shareholders equity	x 100
Order backlog	=	Aggregate value of customer orders to be delivered in the future	
Orders received	=	Aggregate value of orders received during the reporting period	
Operative capex	=	Investments in tangible and intangible assets – Profit arising from transfers related to tangible and intangible assets / Costs	

Key figure		Definition or calculation
M&A capex	=	Investments in acquisitions – Profit arising from transfers related to business combinations expenses / Costs
Number of employees at the period end	=	Average number of personnel at the end of the previous financial year and at the end of the calendar month of each reporting period

Purpose of use of key figures

Key figure	Purpose of use
EBITDA	EBITDA is a measure indicating Lamor's profitability.
EBITDA margin -%	EBITDA % is a measure indicating Lamor's profitability relative to revenue.
Adjusted EBITDA	Adjusted EBITDA is presented to indicate the profitability of business and to improve the comparability between different financial years. In Lamor's view, adjusted profit instruments provide meaningful information and improve the comparability between different financial years, when items outside of ordinary business are not considered.
Adjusted EBITDA margin -%	Adjusted EBITDA % is presented to indicate the profitability of business and to improve the comparability between different financial years. In Lamor's view, adjusted profit instruments provide meaningful information and improve the comparability between different financial years, when items outside of ordinary business are not considered.
Operating profit (EBIT)	A measure indicating Lamor's financial performance.
Operating profit (EBIT) margin -%	A measure indicating Lamor's financial performance relative to revenue.
Adjusted Operating profit (EBIT)	Adjusted Operating profit (EBIT) is presented to indicate the profitability of business and to improve the comparability between different financial years. In Lamor's view, adjusted profit instruments provide meaningful information and improve the comparability between different financial years, when items outside of ordinary business are not considered.
Adjusted Operating profit (EBIT) margin -%	Adjusted Operating profit (EBIT) margin -% is presented to indicate the profitability of business and to improve the comparability between different financial years. In Lamor's view, adjusted profit instruments provide meaningful information and improve the comparability between different financial years, when items outside of ordinary business are not considered.
Equity ratio -%	Equity ratio indicates financial risk level and is useful instrument for the management of Lamor to monitor the equity needed for Lamor's business.
Net gearing -%	Net gearing indicates financials risk level and is useful instrument for the management of Lamor to monitor Lamor's indebtedness.
Order backlog	Order backlog indicates the aggregated amount of customer orders to be delivered in the future.

Key figure	Purpose of use
Operative capex	A measure indicating the amount of investments relating to Lamor's business.
M&A capex	A measure indicating the amount investments relating to Lamor's corporate transactions.

OPERATING AND FINANCIAL REVIEW

The following discussion of Lamor's results of operating and financial position should be read together with the sections "Certain additional information – Presentation of financial and certain other information" and "Selected financial information" as well as Lamor's consolidated financial statements and interim reports incorporated in this Offering Circular by reference.

The information presented below is based on Lamor's unaudited interim report for the nine months ended 30 September 2021, including comparative figures for the nine months ended 30 September 2020, Lamor's audited consolidated financial statements for the financial year ended 31 December 2020, prepared in accordance with IFRS, including unaudited comparative figures for the financial year ended 31 December 2019, and Lamor's audited consolidated financial statements for the financial years ended 31 December 2019 and 31 December 2018, prepared in accordance with FAS.

The discussion below includes forward-looking statements, which involve risks and uncertainties. Lamor's actual results may differ materially from those contained in such forward-looking statements as a result of several factors discussed below and elsewhere in this Offering Circular, particularly in the sections "Risk factors" and "Certain additional information – Forward-looking statements".

Overview

Lamor is one of the leading global providers of environmental solutions which operates through three business areas: oil spill response, waste management and water treatment. The Company's business is divided into the equipment business and the service business. Within its equipment business, Lamor sells its customers various equipment used for oil recovery, waste management and water treatment. Through its service business, Lamor offers versatile environmental solutions and services according to the customer's needs, consisting of clean-up and preparedness services related to oil spill response, oil damage and other environmental damages, services for management of hazardous and non-hazardous waste, tailored and adapted water treatment solutions, including delivery of equipment. Lamor's equipment business accounted for 67 per cent of its revenue for the year 2020, and correspondingly, the service business accounted for 33 per cent of Lamor's revenue. Lamor's target is to strongly increase the share of the service business of its revenue in the near future and change the main focus of its business from an equipment supplier to a supplier of services and end-to-end solutions (for further information see *"Business overview - Lamor's strategy")*.

For the nine months ended 30 September 2021, Lamor's revenue amounted to EUR 35.2 million (EUR 35.0 million for the nine months ended 30 September 2020) and its operating profit (EBIT) amounted to EUR 1.4 million (EUR 3.0 million for the nine months ended 30 September 2020). For the financial year 2020, Lamor's revenue amounted to EUR 45.6 million (IFRS) (EUR 48.1 million for the financial year 2019 (IFRS) and EUR 43.9 for the financial year 2018 (FAS)) and its operating profit (EBIT) amounted to EUR 2.4 million (IFRS) (EUR 3.5 million for the financial year 2019 (IFRS) and operating profit (EBIT) EUR -0.5 million for the financial year 2018 (FAS)).

For the nine months ended 30 September 2021, Europe (including Russia) accounted for 25.6 per cent of Lamor's revenue (32.4 per cent for the nine months ended 30 September 2020), the Americas (AMER) for 22.0 per cent (52.3 per cent for the nine months ended 30 September 2020), Asia-Pacific (APAC) for 12.1 per cent (3.9 per cent for the nine months ended 30 September 2020) and the Middle East and Africa (MEAF) for 40.4 per cent (11.4 per cent for the nine months ended 30 September 2020).

Key factors affecting the results of operations

Lamor's results of operations have been impacted, and will also be impacted in the future, by several factors that are by their nature either (i) external factors beyond Lamor's control, or (ii) internal factors within Lamor's control. Key factors affecting Lamor's results of operations include, among other things, the factors described below.

Internal factors

- Expansion and change of offering
- Acquisition of new projects
- Cost structure and management of costs
- Project management
- Investments
- Management and personnel

External factors

- Demand for environmental solutions provided by Lamor and their financing
- Competitive situation and pricing

Internal factors

Expansion and transformation of the offering

The distribution of Company's business may have an effect on its results of operations. At present, Lamor's business can be divided into three business areas: oil spill response, waste management and water treatment. Lamor offers these business areas both equipment and services. Lamor aims to significantly increase the share of its service business of its revenue in the near future and to transfer the main focus of its business from an equipment supplier to a supplier of services and end-to-end solutions. During the 12 months preceding the date of this Offering Circular, the Company has signed three significant service agreements, which are expected to increase the Company's revenue significantly during the next five years.

The Company also continuously aims to expand its offering to new business areas and geographical areas. The Company can operate as a system integrator in demanding projects which require new technology and new kinds of solutions. This is the Company's business model in respect of waste management and water treatment, in which Lamor designs the process for the customer, identifies suitable technological solutions and acquires the required technology and resources from its cooperation partners and constructs the ordered systems. The Company has very little technology of its own in these markets. In the view of the Company's management, the scalability of Lamor's business as a system integrator facilitates expansion into new target markets. Company's management believes that chemical recycling of plastic waste excluded from mechanical recycling, is a significant opportunity for expansion in the near future. Expansion into new areas of business or expansion of already existing business operations may also incur additional costs to Lamor. Additional costs may be reflected as investments in new technologies, equipment and machines required in new projects, or recruitment of new competent personnel.

Acquisition of new projects

Lamor's service business accounted for 33 per cent of Lamor's revenue in 2020, and similarly to the equipment business, it is project-like in nature, but the projects are typically longer and more valuable. Lamor's strategy is to increase further the share of the service business of its revenue in the future by winning new significant long-term service agreements. Along the planned growth of the service business, an increasingly more significant part of Lamor's business would be acquired through tenders related to public procurements. Due to this, success in tenders is of utmost importance for Lamor.

According to the Company's management, successful references are one of the most important criteria for winning these significant long-term service agreements. Failure in the execution of projects may also result in Lamor losing environmental permits required for its business. Quality systems developed for the provision of large-scale environmental services and significant recent references based on previous successful projects are often required for winning tenders on new projects. Should Lamor visibly fail in projects, this may prevent its participation in tenders on new projects or at least weaken Lamor's possibilities of winning tenders. Due to this, the successful execution of present projects and particularly the four new significant service agreements entered into in 2020 and 2021 is a key factor for the future prospects of Lamor and the Company.

Cost structure and management of costs

The majority of Lamor's operating expenses are variable. The most significant expenses of Lamor's operations arise from materials and services, which include products and services sourced from subcontractors, such as equipment components, transport costs and other supplies. Costs that arose from materials and services amounted to EUR 27.8 million for the financial year 2020. Lamor's second largest source of expenses are the personnel: Lamor's personnel expenses amounted to EUR 7.9 million for the financial year 2020. In addition, Lamor's other operating expenses amounted to a total of EUR 4.8 million for the financial year 2020, including, for example, external services, administrative expenses, voluntary personnel expenses and travel expenses. According to Lamor's management, the costs of its business areas have developed steadily in recent years. The Company has succeeded in improving its profitability by improving the operational efficiency.

The cost structure and cost management have a significant effect on Lamor's result of operations. The impact of materials and services on profitability is managed by, among other things, estimating the prices of raw materials and services to be used in projects at the time the offer is prepared. When possible, the prices of the necessary raw materials and services are locked with fixed price offers immediately at the start of the projects. Furthermore, the present fixed costs, which are sufficient for more extensive operations, support cost management as Lamor's business grows.

Project management

Lamor's business is based on a large number of projects in oil spill response, waste management and water treatments executed at the same time. Integral parts of Lamor's project management include selecting projects, pricing, careful project planning, timely purchases of materials and services, risk management, management of project costs, management of working capital and guarantees, continuous monitoring and quality of customer service. In the Company's projects, it is essential to consider the risks of the projects and terms and conditions of the agreements by following defined processes.

The Company has strong in-house project management capabilities that are also appreciated by its customers. The most important factors in Lamor's strong project management include, among other things, its experienced project managers and the project management and communication platform Hailer, the development of which was originally started as Lamor's internal project. Furthermore, the Company's scalable resources also enable flexible project management in projects related to emergencies. The Company's business model, based on subcontracting, in oil spill response equipment and services enables Lamor to multiply its production momentarily. As a historical example, the oil spill response project in Ecuador, in which the amount of personnel was increased in an instance from 30 persons to 400 persons and Deepwater Horizon catastrophe, in which Lamor supplied over 70 percent of the equipment used thanks to, among others, its scalable production. In Lamor's projects, resources are procured almost exclusively by the project organisation, which aims to agree on fixed prices for the purchases immediately at the beginning of the projects, limiting the risk related to these expenses significantly.

According to the Company's management, successful offer calculation and pricing of projects are key factors impacting the results of operations. Lamor uses several different pricing models in its business. The pricing model used in the equipment business is based on the targeted sales margin, and in the service business, the pricing is usually based on operating profit and sometimes on the total budget. In project contracts based on more fixed prices, Lamor first estimates the time and resources needed for executing the project prior to submitting its offer, including the costs for equipment, raw materials and subcontractors, and prepares the cost estimate and schedule for the project on their basis. Should Lamor fail to estimate the project costs accurately, this may have a significant effect particularly on the profitability of projects based on fixed prices, and through this, on the Company's results of operations.

Lamor's customers typically expect, for example, advance payment, work and delivery guarantees for projects executed by the Company. Granting such guarantees to the Company's customers is often a prerequisite for Lamor being able to submit offers for new projects. According to the Company, advance payment and performance guarantees are usual in project business. The purpose of the guarantees is to ensure that the contracting party fulfils the obligations imposed on it. Typically, the amount of advance payment in the projects is from 0 to 30 per cent of the total value of the contract. In equipment projects the invoicing cycle may be based on milestones or, alternatively, the invoicing cycle is based on accepted delivery. In service projects the invoicing cycle is determined in the contract and the invoicing cycles are typically time and material or activity based.

Typically, Lamor takes care of the project financing either from cash reserves or through existing financing facilities. For such guarantees, Lamor had guarantee facilities of EUR 37.0 million available to it as at 30 September 2021, and Lamor may be granted the project-specific guarantees it needs within this limit. The acquisition and management of guarantees required for projects have a significant effect on the Company's ability to execute new projects. According to the Company's management, efficient management of guarantees is particularly important in the case of significant long-term service agreements.

Investments

The most significant part of Lamor's investments comprise the costs it incurs in the development of its business model, equipment and services, which are capitalised in its balance sheet, as well as its investments in equipment and machinery. In its business areas, the Company extensively uses equipment designed for demanding environmental services, such as various oil skimmers, pumps, oil booms, special work boats, equipment for oil storage and other auxiliary devices. Due to this, continuous investments in equipment and machinery play a significant role. The development expenditures mainly relate to technologies and capabilities that are critical for expansion into new business areas and geographical areas.

Special equipment used by Lamor's service business for oil spill response is mainly owned by the Company. Lamor has invested in special equipment and machinery to ensure its capabilities to implement versatile and significant environmental projects. The equipment leased by the Company mainly comprises ordinary heavy machinery, such as excavators, trucks, ships and aircraft.

Equipment purchases require careful planning, as special equipment is expensive and the delivery times can be long due to, in particular, customisation of the equipment. Therefore, Lamor is required to plan the replacement of necessary equipment and the acquisition of new equipment carefully to ensure that the equipment is available in the manner and extent required by Lamor's business. Larger equipment purchases usually relate to the start-up phase of new projects. Equipment acquired for leasing to a customer is usually utilised after the lease period in the equipment business as reserve equipment for fast deliveries.

Expenses incurred in the development of equipment and services related to the expansion of revenue in its addressable market targeted by the Company are capitalised in the balance sheet when they satisfy the requirements of the IFRS for this. The Company capitalises personnel expenses in accordance with separate monitoring. Furthermore, Lamor also uses external resources for the development of its equipment and services as necessary, and it capitalises expenses incurred from this in its balance sheet. Expenses for the development of equipment and services capitalised in the Company's balance sheet have increased in recent years due to, among other things, the Company's expansion strategy, for which it has also received subsidy.

Lamor's investments in intangible and tangible assets amounted to EUR 2.1 million for the financial year ended 31 December 2020 (IFRS), EUR 2.9 million for the financial year ended 31 December 2019 (IFRS) and EUR 4.0 million for the financial year ended 31 December 2018 (FAS). As such, Lamor expects that significant expansion of its business will require it to make investments in the development of business concepts and opening of new offices in the near future. For more information on investments, see "*Business overview – Investments*".

Management and personnel

The Company's success depends materially on the expertise of the Company's management and personnel, as well as on the Company's ability to commit its present managers and personnel. The majority of the Company's business is dependent on people, and due to this, the availability and commitment of competent personnel are key factors for enabling future growth. Key parts in the recruitment of competent personnel include, among other things, appropriate incentive and quality systems, which support commitment of the employees and safety at work. The Company's average number of personnel has increased from 386 to 432 between 2018 and 2020. At the same time, incident rate has decreased by 25 per cent in the Company.

Lamor must be able to recruit new competent employees as needed. The Company's field of business requires special competence and expertise relating to Lamor's equipment and services, particularly from its project management personnel. The global number of experts is quite small in the industry, and there is intense competition for competent and committed personnel. In order to succeed in the recruitment of the best experts in the industry and commit them to the Company, Lamor must also maintain its position as an attractive employer. Lamor's ability to develop its service offering, business and financial position, as well as improve its brand awareness, are important factors in this respect. According to the Company's management, the recruitment of leading experts in the industry has not historically been a problem, and new significant service agreements in particular make Lamor a more attractive employer.

External factors

Demand for environmental services provided by Lamor and their financing

Growth drivers in the oil spill response market include, among other things, voluntary prevention by companies, tightening legislation, the transformation of oil market, the development of oil drilling activities and extreme weather conditions caused by climate change. Growth drivers in the waste management and water treatment markets include, among other things, new regulation and restrictions, increasing environmental awareness, new emerging commercial opportunities and positive development in the international economy. The growth drivers of the industry are described in more detail in "*Market and industry review*".

Lamor offers its equipment both to the public and private sectors. The Company's management believes that the share of public sector customers will increase simultaneously with the growth of its service business. This is supported by the order backlog at the end of September 2021, in which public sector customers accounted for 95 per cent.

Lamor's customers in the private sector are particularly vulnerable to the general economic development, and fluctuation in the economic cycle or negative growth of the economy may have an adverse effect on the demand for products and services provided by Lamor. In the view of the Company's management, increasing environmental awareness has decreased the vulnerability of environmental investments to general economic development. Public sector's demand is less sensitive to economic cycles, but a prolonged economic downturn may lead to a decrease in investments, and as in the case of private sector customers, economic uncertainty may have an effect on the demand of the public sector as well. In addition, the availability of financing in the prevailing economic conditions may have an impact on the demand for equipment and services related to environmental solutions, particularly in the case of significant long-term service projects.

Demand may be relevant for Lamor's results of operations as it influences the Company's negotiating power and efficiency in pricing of its equipment and services. Negotiating power and efficiency in pricing may, in turn, have an effect on Lamor's results of operations. Demand may change over a short period of time, and the number of environmental service projects may increase or decrease rapidly in line with economic development. According to the Company's management, Lamor's know-how and versatile offering provide the Company with flexibility and diversity, offsetting fluctuation in demand.

Competitive landscape and pricing

Relatively few companies operate in the oil spill response market, and some large players stand out. The leading players in the industry are able to operate internationally. In addition to these, numerous small local companies operate in the industry. In addition to Lamor, small and medium sized entities offering solutions for oil spill response include, among others, Adler & Allan, Ambipar Response, Clean Gulf Associates, Clean Harbors, Desmi, Marine Spill Response Corporation (MSRC), National Response Corporation (NRC, part of US Ecology), Oil Spill Response Limited (OSRL) and Vikoma.

The waste management and water treatment markets are fragmented, and there are numerous players of various sizes in the market. In the waste management market, Lamor provides integrated waste management services for hazardous and non-hazardous waste to the oil and gas industry and other industrial customers. Larger players in the market offer more extensive waste management packages, but they are seldom direct competitors, as their services and geographical presence differ significantly from Lamor's offering. On the other hand, smaller players are unable to operate as system integrators in projects, unlike Lamor. In the water treatment market, the competitors are mainly the same as in the waste management market. In the waste management and water treatment markets, Lamor's main competitors include the industry's largest players Clean Harbors, Séché, Suez and Veolia. Lamor differentiates itself from its competitors operating in the waste management and water treatment market as an expert in the oil industry that has succeeded in combining its oil spill response operations with strong know-how in the waste management and water treatment markets, The view of the Company's management, based on the achieved success in recent large tenders, is that Lamor is one of the only companies in the world that can provide comprehensive oil spill response solutions, of which sectors are the preparation of risk assessments and preparedness plans, establishing preparedness capabilities, response, confining the spill, oil recovery, clean-up of the environment and processing of eventually generated waste or its delivery for further processing. Lamor's competitive environment is described in more detail in "*Market and industry review – Competitive landscape".*

The expansion of individual companies or an increase of their market share in geographical areas or business areas may increase competition in the industry. Companies operating in the industry may also aim to expand their business by merging companies in the industry and thus expand the product and service offering available from a single company. Increased competition in the industry may lead to a loss of assignments or force Lamor to price its products and services in a less favourable way. Competitive factors in Lamor's industry include particularly the product and service offering, know-how and reputation, brand awareness, which is also affected by customer relationships and references, as well as price, particularly when new projects are acquired through tenders.

In addition to competition on prices, the pricing models selected by the customers also have an effect on Lamor. Lamor may opt out of a tender or price a project with a fixed price so high that in practice, it is not competitive in the tender. However, tenders are often priced on a time and material basis or using adjustable unit prices. The adjustable unit price model means for example, that the unit price per processed ton is fixed, but the Company charges the service based on the amount of processed tons.

Recent events and trends

The discussion below includes forward-looking statements that involve inherent risks and uncertainties. Lamor's actual results of operations and financial position could differ materially from those contained in such forward-looking statements as a result of several factors discussed below and elsewhere in this Offering Circular, particularly in the sections "Risk factors" and "Certain additional information – Forward-looking statements". Such forward-looking statements should be treated with caution.

The Company's order backlog has developed very positively particularly since April 2021, when the service project order in Saudi Arabia was recorded in the order backlog. The series of large orders continued in July, when the Company recorded two soil remediation projects in Kuwait in the order backlog. In addition to the service projects mentioned above, the order backlog of the Company's equipment business returned to a growth track during the second half of the year. Lamor's order backlog as at 30 September 2021 amounted to EUR 228.0 million. Of the order backlog, EUR 20 million is allocated to the period from 1 October 2021 to 31 December 2021, EUR 76 million to the financial year 2022 and EUR 132 million to the subsequent financial years. In 2021, the market has experienced an increase in transportation and component costs due to the global situation.

Lamor's financial results and position has not changed significantly between 30 September 2021 and the date of this Offering Circular.

Factors affecting comparability of Lamor's financial information

Impacts of adoption of the IFRS standards

Lamor prepared its first audited consolidated financial statements in accordance with the IFRS for the financial year ended 31 December 2020. The Company has prepared its consolidated financial statements for the financial year ended 31 December 2019 and for the financial years preceding it in accordance with the FAS. Lamor has thus prepared its consolidated financial statements for the financial year ended 31 December 2020 in accordance with the IFRS, including unaudited comparative figures for the financial year ended 31 December 2019. Lamor's opening balance sheet has been prepared for 1 January 2019, which is the Company's transition date to the IFRS.

More detailed information on the first-time adoption of the IFRS is presented in note 2 to the audited consolidated financial statements for the financial year ended 31 December 2020 incorporated in this Offering Circular by reference.

Published and amended IFRS standards not in effect yet

Lamor applies new and amended standards and interpretations when they come into effect. Standards and amendments coming into effect on 1 January 2021 or later are not expected to have an impact on the information presented in Lamor's consolidated financial statements.

The most significant upcoming changes to the IFRS standards are presented in Note 1.4 to the audited consolidated financial statements for the financial year ended 31 December 2020 incorporated in this Offering Circular by reference.

Results of operations

The review below describes Lamor's results of operations for the nine months ended 30 September 2021 and 30 September 2020 and for the financial years ended 31 December 2020, 31 December 2019 and 31 December 2018. The review focuses on the following items in the income statement: revenue and profit for the financial year, and in addition to these, the discussion covers indicators monitored by Lamor's management, i.e., EBITDA, adjusted EBITDA, adjusted operating profit (EBIT) and operating profit (EBIT), which in the management's view describe well the development of Lamor's business and its results of operations during the presented periods and financial years.

Comparison of the nine months ended 30 September 2021 and 30 September 2020

	1 January to 30 September (IFRS)	
	2021	**2020**
(EUR million)	(unaudited)	
Revenue..	35.2	35.0
EBITDA..	4.2	5.3
Adjusted EBITDA......................................	4.7	5.3
Adjusted operating profit (EBIT).................	2.2	3.2
Operating profit (EBIT)..............................	1.4	3.0
Profit (loss) for the financial year................	0.2	1.6

Revenue

Lamor's revenue amounted to EUR 35.2 million for the nine months ended 30 September 2021, representing an increase of EUR 0.2 million as compared to revenue of EUR 35.0 million for the nine months ended 30 September 2020. The commencement of the project in Saudi Arabia in June 2021 included in the service business compensated the quieter period in deliveries of the equipment business. However, service projects in South America continued to suffer from low activity level resulting from the coronavirus pandemic.

EBITDA

Lamor's EBITDA amounted to EUR 4.2 million for the nine months ended 30 September 2021, representing a decrease of EUR 1.2 million as compared to EBITDA of EUR 5.3 million for the nine months ended 30 September 2020. The decrease was mainly due to slightly weaker profitability of the operations, caused by increase in the operating overhead expenses, and a decrease in the results of associated companies. The timing of the very profitable service project in Ecuador in the comparative period also has an effect on the comparability of the figures.

Adjusted EBITDA

Lamor's adjusted EBITDA amounted to EUR 4.7 million for the nine months ended 30 September 2021, representing a decrease of EUR 0.6 million as compared to adjusted EBITDA of EUR 5.3 million for the nine months ended 30 September 2020. The decrease was mainly due to slightly weaker profitability of the operations and a decrease in the results of associated companies.

Adjusted operating profit (EBIT)

Lamor's adjusted operating profit (EBIT) amounted to EUR 2.2 million for the nine months ended 30 September 2021, representing a decrease of EUR 1.0 million as compared to adjusted operating profit (EBIT) of EUR 3.2 million for the nine months ended 30 September 2020. The decrease was mainly due to slightly weaker operative profitability and a decrease in the results of associated companies. In addition, new lease agreements related to the project in Saudi Arabia, of which depreciation under IFRS 16 during the period increased EUR 0.5 million, had an effect on Lamor's adjusted operating profit.

Operating profit (EBIT)

Lamor's operating profit (EBIT) amounted to EUR 1.4 million for the nine months ended 30 September 2021, representing a decrease of EUR 1.6 million as compared to operating profit (EBIT) of EUR 3.0 million for the nine months ended 30 September 2020. The decrease was mainly due to slightly weaker profitability of the operations and a decrease in the results of associated companies. In addition, an increase of EUR 0.5 million in depreciation recorded under IFRS 16 during the period had an effect on Lamor's operating profit.

Profit for the financial year

Lamor's result for the period amounted to EUR 0.2 million for the nine months ended 30 September 2021, representing a decrease of EUR 1.4 million as compared to the result for the period of EUR 1.6 million for the nine months ended 30 September 2020. The decrease was mainly due to weaker profitability of the operations and a decrease in the results of associated companies, as well as a higher relative share of taxes as a result of a decrease in the change of deferred taxes and in non-deductible expenses.

Comparison of the financial years ended 31 December 2020 and 31 December 2019

	1 January to 31 December	
	(IFRS)	
	2020	**2019**
(EUR million)	(audited, unless otherwise indicated)	(unaudited)
Revenue	45.6	48.1
EBITDA	5.6	6.6
Adjusted EBITDA	6.4[(1)]	6.6
Adjusted operating profit (EBIT)	3.4[(1)]	3.7
Operating profit (EBIT)	2.4	3.5
Profit for the financial year	0.8	1.9

(1) Unaudited.

Revenue

Lamor's revenue amounted to EUR 45.6 million for the financial year ended 31 December 2020, representing a decrease of EUR 2.5 million as compared to revenue of EUR 48.1 million for the financial year ended 31 December 2019. The decrease was mainly due to the significant slowdown of order intake as of May 2020 resulting from the coronavirus pandemic.

EBITDA

Lamor's EBITDA amounted to EUR 5.6 million for the financial year ended 31 December 2020, representing a decrease of EUR 1.0 million as compared to EBITDA of EUR 6.6 million for the financial year ended 31 December 2019. The decrease was mainly due to the corporate transaction expenses of the Company's subsidiaries in South America, which was recognised through profit and loss.

Adjusted EBITDA

Lamor's adjusted EBITDA amounted to EUR 6.4 million for the financial year ended 31 December 2020, representing a decrease of EUR 0.2 million as compared to adjusted EBITDA of EUR 6.6 million for the financial year ended 31 December 2019. The decrease was mainly due to lower business volumes, the relative profit improved slightly.

Adjusted operating profit (EBIT)

Lamor's adjusted operating profit (EBIT) amounted to EUR 3.4 million for the financial year ended 31 December 2020, representing a decrease of EUR 0.3 million as compared to adjusted operating profit (EBIT) of EUR 3.7 million for the financial year ended 31 December 2019. The decrease was due to a slight decrease in the operative profitability.

Operating profit (EBIT)

Lamor's operating profit (EBIT) amounted to EUR 2.4 million for the financial year ended 31 December 2020, representing a decrease of EUR 1.1 million as compared to operating profit (EBIT) of EUR 3.5 million for the financial year ended 31 December 2019. The decrease was mainly due to the corporate transaction expenses of the Company's subsidiaries in South America being recognised through profit and loss, as well as lower business volume.

Profit for the financial year

Lamor's result for the financial year amounted to EUR 0.8 million for the financial year ended 31 December 2020, representing a decrease of EUR 1.0 million as compared to result for the period of EUR 1.9 million for the financial year ended 31 December 2019. The decrease was mainly due to the corporate transaction expenses of the Company's subsidiaries in the South America being recognised through profit and loss, as well as lower business volume.

Comparison of financial years ended 31 December 2019 and 31 December 2018

	1 January to 31 December (FAS)	
	2019	**2018**
(EUR million)	(audited, unless otherwise indicated)	
Revenue	47.6	43.9
EBITDA	6.3[(1)]	2.7[(1)]
Operating profit (EBIT)	2.6	-0.5
Profit (loss) for the financial year	0.8	-1.5

(1) Unaudited.

Revenue

Lamor's revenue amounted to EUR 47.6 million for the financial year ended 31 December 2019, representing an increase of EUR 3.7 million as compared to revenue of EUR 43.9 million for the financial year ended 31 December 2018. The increase was mainly due to the measures initiated by the Company at the end of 2018 to improve operational efficiencies, which had a positive effect on the Company's sales. In addition, the general development of the market was favourable.

EBITDA

Lamor's EBITDA amounted to EUR 6.3 million for the financial year ended 31 December 2019, representing an increase of EUR 3.6 million as compared to EBITDA of EUR 2.7 million for the financial year ended 31 December 2018. The increase was mainly due to the measures initiated by the Company at the end of 2018 to improve operational efficiencies, which improved the profitability of Company's business by, for example, stopping to participate in projects with lower margins than usual, and decreasing significantly the Company's operating overhead expenses, which was reflected as an increase in the EBITDA.

Operating profit (EBIT)

Lamor's operating profit (EBIT) amounted to EUR 2.6 million for the financial year ended 31 December 2019, representing an increase of EUR 3.2 million as compared to operating profit (EBIT) of EUR -0.5 million for the financial year ended 31 December 2018. The increase was mainly due to the measures initiated by the Company at the end of 2018 to improve operational efficiencies, which improved the Company's profitability by, for example, stopping to participate in projects with lower margins than usual. The measures for improving efficiency had a positive effect on the Company's sales and decreased the Company's operating overhead expenses.

Profit (loss) for the financial year

Lamor's profit (loss) for the financial year amounted to EUR 0.8 million for the financial year ended 31 December 2019, representing an increase of EUR 2.3 million as compared to profit (loss) for the year of EUR -1.5 million for the financial year ended 31 December 2018. The increase was mainly due to the measures initiated by the Company at the end of 2018 to improve operational efficiencies, which decreased the Company's operating expenses and had a positive effect on the Company's sales, and through this, improved profitability of the Company's operations.

Balance sheet information

Comparison of nine months ended 30 September 2021 and 30 September 2020

The table below sets forth Lamor's balance sheet information as at the dates indicated.

	As at 30 September (IFRS)	
	2021	**2020**
(EUR million)	(unaudited)	
Assets		
Total non-current assets	38.7	33.0
Total current assets	39.4	35.1
Total assets	**78.1**	**68.1**
Equity and liabilities		
Total equity	29.3	32.1
Liabilities		
Total non-current liabilities	14.1	3.1
Total current liabilities	34.7	32.9
Total liabilities	**48.8**	**36.0**
Total equity and liabilities	**78.1**	**68.1**

Assets

Lamor's non-current assets consist of goodwill, intangible rights, tangible assets, right-of-use assets, shares in associated companies and joint ventures, investments in other shares and deferred tax assets. Lamor's current assets consist of inventory, trade receivables, contractual assets[84], other receivables, short-term investments and cash and cash equivalents.

Non-current assets

Lamor's non-current assets as at 30 September 2021 amounted to EUR 38.7 million, representing an increase of EUR 5.6 million as compared to EUR 33.0 million as at 30 September 2020. The increase was mainly due to higher right-of-use assets relating to the service project in Saudi Arabia.

[84] Contractual assets refer to the right to consideration for goods and services dispended to the customer. If Lamor delivers products or services before the customer pays the consideration for delivery or before the payment invoice has been created, Lamor records the contractual asset.

Current assets

Lamor's current assets as at 30 September 2021 amounted to EUR 39.4 million, representing a change of EUR 4.3 million as compared to EUR 35.1 million as at 30 September 2020. The change was mainly due to the net effect of changes in trade receivables and contractual assets and the lower amount of cash and cash equivalents.

Equity and liabilities

Equity

Lamor's equity as at 30 September 2021 amounted to EUR 29.3 million, representing a decrease of EUR 2.8 million as compared to EUR 32.1 million as at 30 September 2020. The decrease was mainly due to a decrease in the share of non-controlling interests.

Non-current liabilities

Lamor's non-current liabilities as at 30 September 2021 amounted to EUR 14.1 million, representing an increase of EUR 11.0 million as compared to EUR 3.1 million as at 30 September 2020. The increase was due to higher non-current interest-bearing liabilities and loans, as well as in non-current lease liabilities.

Current liabilities

Lamor's current liabilities as at 30 September 2021 amounted to EUR 34.7 million, representing an increase of EUR 1.8 million as compared to EUR 32.9 million as at 30 September 2020. The increase was due to the net effect of lowering of current interest-bearing liabilities and loans and trade payables, and on the other hand, to increase in current lease liabilities and other current liabilities.

Comparison of the financial years ended 31 December 2020 and 31 December 2019

The table below sets forth Lamor's balance sheet information as at the dates indicated.

	As at 31 Dececember (IFRS)	
	2020	**2019**
(EUR million)	(audited)	(unaudited)
Assets		
Total non-current assets	32.6	33.9
Total current assets	30.8	26.8
Total assets	**63.4**	**60.8**
Equity and liabilities		
Total equity	29.4	31.2
Liabilities		
Total non-current liabilities	4.1	3.0
Total current liabilities	29.9	26.6
Total liabilities	34.0	29.6
Total equity and liabilities	**63.4**	**60.8**

Assets

Lamor's non-current assets consist of goodwill, intangible rights, tangible assets, right-of-use assets, shares in associated companies and joint ventures, investments in other shares and deferred tax assets. Lamor's current assets consist of inventory, trade receivables, contractual assets, other receivables, short-term investments and cash and cash equivalents.

Non-current assets

Lamor's non-current assets as at 31 December 2020 amounted to EUR 32.6 million, representing a change of EUR 1.3 million as compared to EUR 33.9 million as at 31 December 2019. The change was mainly due to a decrease in tangible and intangible assets and increase in deferred taxes.

Current assets

Lamor's current assets as at 31 December 2020 amounted to EUR 30.8 million, representing a change of EUR 4.0 million as compared to EUR 26.8 million as at 31 December 2019. The change was mainly due to the higher amount of cash and cash equivalents.

Equity and liabilities

Equity

Lamor's equity as at 31 December 2020 amounted to EUR 29.4 million, representing a decrease of EUR 1.7 million as compared to EUR 31.2 million as at 31 December 2019. The decrease was mainly due to the decrease in the share of non-controlling interests and translation differences.

Non-current liabilities

Lamor's non-current liabilities as at 31 December 2020 amounted to EUR 4.1 million, representing an increase of EUR 1.1 million as compared to EUR 3.0 million as at 31 December 2019. The increase was mainly due higher interest-bearing liabilities.

Current liabilities

Lamor's current liabilities as at 31 December 2020 amounted to EUR 29.9 million, representing an increase of EUR 3.2 million as compared to EUR 26.6 million as at 31 December 2019. The increase was mainly due to higher trade payables and other contractual liabilities.

Comparison of financial years ended 31 December 2019 and 31 December 2018

The table below sets forth Lamor's balance sheet information as at the dates indicated.

	As at 31 December (FAS)	
	2019	**2018**
(EUR million)	(audited)	
Assets		
Total non-current assets	16.7	17.1
Total current assets	31.0	35.1
Total assets	**47.6**	**52.2**
Equity and liabilities		
Equity		
Total equity	14.5	13.3
Liabilities		
Total non-current liabilities	1.8	2.8
Total current liabilities	28.4	33.2
Total liabilities	30.2	36.0
Total equity and liabilities	**47.6**	**52.2**

Assets

Lamor's non-current assets consist of intangible assets, goodwill, tangible assets and investments. Lamor's current assets consist of inventory, non-current and current receivables, deferred tax assets and cash and cash equivalents.

Non-current assets

Lamor's non-current assets as at 31 December 2019 amounted to EUR 16.7 million, representing a change of EUR 0.4 million as compared to EUR 17.1 million as at 31 December 2018. The change was mainly due to amortisation of goodwill and increase in investments in machinery and equipment.

Current assets

Lamor's current assets as at 31 December 2019 amounted to EUR 31.0 million, representing a decrease of EUR 4.2 million as compared to EUR 35.1 million as at 31 December 2018. The decrease, which was within the scope of variation typical for the Company's business, was mainly due to lower trade receivables and advance payments received.

Liabilities

Equity

Lamor's equity as at 31 December 2019 amounted to EUR 14.5 million, representing an increase of EUR 1.2 million as compared to EUR 13.3 million as at 31 December 2018. The increase was mainly due to the higher result for the financial year ended 31 December 2019.

Non-current liabilities

Lamor's non-current liabilities as at 31 December 2019 amounted to EUR 1.8 million, representing a decrease of EUR 1.0 million as compared to EUR 2.8 million as at 31 December 2018. The decrease was mainly due to repayments of non-current liabilities.

Current liabilities

Lamor's current liabilities as at 31 December 2019 amounted to EUR 28.4 million, representing a decrease of EUR 4.8 million as compared to EUR 33.2 million as at 31 December 2018. The decrease was mainly due to a decrease in advance payments received and trade payables.

Off-balance sheet liabilities

The tables below set forth Lamor's off-balance sheet liabilities as at the dates indicated:

	As at 30 September		As at 31 December	
		(IFRS)		
	2021	2020	2020	2019
(EUR million)	(unaudited)		(audited)	(unaudited)
Floating charges	51.8	21.8	21.8	21.8
Guarantees related to performance and warranties	35.0	0.6	0.6	0.4
Guarantees related to advance payments	1.9	1.9	1.9	3.5
Guarantees related to offers	0.1	0.0	3.9	0.0
Lease liabilities based on agreements where the lease period has not started	–	–	0.1	–

The increase in off-balance sheet liabilities between 31 December 2020 and 30 September 2021 was due to the increased amount of the Company's loans during the period as well as advance payment and performance guarantees related to the Company's delivery agreements.

	As at 31 December	
	(FAS)	
	2019	2018
(EUR million)	(audited)	
Floating charges	21.8	21.8
Liabilities based on leasing contracts...	0.1	0.1
Total guarantees [(1)]..............................	3.9	6.7
Total lease liabilities............................	0.2	0.2

(1) Includes guarantees issued on behalf of the Group companies and offer and delivery guarantees granted to other parties.

Liquidity and capital resources

Cash flows

The table below sets forth Lamor's cash flows and change in cash and cash equivalents for the periods indicated.

	1 January to 30 September		1 January to 31 December			
	(IFRS)		(IFRS)		(FAS)	
	2021	2020	2020	2019	2019	2018
(EUR million)	(unaudited)		(audited, unless otherwise indicated)			
Net cash flow from operating activities	-6.5	1.1	6.0	1.2(1)	0.9(2)	4.2(2)
Net cash flow from investing activities	-3.8	-1.7	-2.0	-2.6(1)	-2.9(2)	-5.0(2)
Net cash flow from financing activities	7.4	2.7	-0.5	-0.0(1)	0.7(2)	2.0(2)
Change is cash and cash equivalents	**-2.9**	**2.1**	**3.6**	**-1.4(1)**	**-1.4**(2)	**1.2**(2)

(1) Unaudited.

(2) Items in the financial statements for the years 2019 and 2018, prepared in accordance with FAS, include cash flow from operating activities (A), cash flow from investing activities (B), cash flow for financing activities (C) and change in cash and cash equivalents (A+B+C) increase (+) / decrease (-).

Cash flow from operating activities

Lamor's net cash flow from operating activities (IFRS) for the nine months ended 30 September 2021 amounted to EUR -6.5 million, representing a decrease of EUR 7.6 million as compared to EUR 1.1 million for the nine months ended 30 September 2020. The decrease was mainly due to the weaker result for the period and a strong increase in the amount of working capital. The strong increase in capital bound to working capital items during the period was due to the increase of working capital bound by delivery projects.

Lamor's net cash flow from operating activities (IFRS) for the financial year ended 31 December 2020 amounted to EUR 6.0 million, representing an increase of EUR 4.8 million as compared to EUR 1.2 million for the financial year ended 31 December 2019. The most significant factor in the positive development of the cash flow from operating activities was the improved cash flow related to the working capital items.

Lamor's cash flow from operating activities (FAS) for the financial year ended 31 December 2019 amounted to EUR 0.9 million, representing a decrease of EUR 3.3 million as compared to EUR 4.2 million for the financial year ended 31 December 2018. The decrease was mainly due to the repayment of current non-interest-bearing loans.

Cash flow from investing activities

Lamor's net cash flow from investing activities (IFRS) for the nine months ended 30 September 2021 amounted to EUR -3.8 million, representing an increase of EUR 2.1 million as compared to EUR -1.7 million for the nine months ended 30 September 2020. The increase was mainly due to investments in the development of the international network in connection with, among others, the Growth Engine project of Business Finland, and the increase in the equipment base of the service business. In addition, the Company invested EUR 0.4 million in Pyroplast Energy Ltd during the period.

Lamor's net cash flow from investing activities (IFRS) for the financial year ended 31 December 2020 amounted to EUR -2.0 million, representing a decrease of EUR 0.6 million as compared to EUR -2.6 million for the financial year ended 31 December 2019. The decrease was mainly due to lower investments in tangible and intangible assets.

Lamor's cash flow from investing activities (FAS) for the financial year ended 31 December 2019 amounted to EUR -2.9 million, representing a decrease of EUR 2.0 million as compared to EUR -5.0 million for the financial year ended 31 December 2018. The decrease was mainly due to lower investments in tangible and intangible assets.

Cash flow from financing activities

Lamor's net cash flow from financing activities (IFRS) for the nine months ended 30 September 2021 amounted to EUR 7.4 million, representing a change of EUR 4.7 million as compared to EUR 2.7 million for the nine months ended 30 September 2020. The change was mainly due to the higher amount of the Company's loans.

Lamor's net cash flow from financing activities (IFRS) for the financial year ended 31 December 2020 amounted to EUR -0.5 million, representing a change of EUR 0.4 million as compared to EUR -0.0 million for the financial year ended 31 December 2019. Cash flow from financing activities was impacted by the increased amount of drawn loans and significantly higher repayment of external loans.

Lamor's cash flow from financing activities (FAS) for the financial year ended 31 December 2019 amounted to EUR 0.7 million, representing a change of EUR 1.3 million as compared to EUR 2.0 million for the financial year ended 31 December 2018. The change was mainly due to drawn short-term financing and the repayment of non-current loans.

Liquidity

Sources of liquidity

Lamor's sources of liquidity include cash flow from operating activities and external financing. Lamor's cash and cash equivalents as at 30 September 2021 amounted to EUR 2.4 million. Lamor's cash and cash equivalents comprise bank deposits, cash and short-term investments maturing within three months.

Lamor's interest-bearing liabilities mainly comprise loans from financial institutions, capital loans and lease liabilities under IFRS 16. Lamor's interest-bearing liabilities as at 30 September 2021 amounted to EUR 30.3 million, and its net debt totalled EUR 28.0 million. Lamor's net debt has increased between 31 December 2020 and 30 September 2021 due to the financing of the Company's need for working capital caused by the Company's projects as well as an increase in the Company's lease liabilities related to the project in Saudi Arabia.

The Company's loans from financial institutions as at 30 September 2021 consisted of senior priority financing arrangements, entered into in June 2021, which include a financing limit of EUR 8.0 million, which is fully in use, bank loans of EUR 8.0 million, an overdraft facility of EUR 3.5 million, which is fully in use, and guarantee facilities of EUR 37.0 million.

In addition to credit arrangement, Lamor had debt financing of EUR 2.5 million (of which, after instalments, EUR 2.4 million was outstanding on 30 September 2021), subordinate to senior financing, entered into in June 2021 and a capital loan of EUR 1.5 million from the State Treasury granted in connection with the Growth Engine competition of Business Finland. In addition, the subsidiaries of the Company have two bank loans amounting to an aggregate of EUR 1.4 million (30 September 2021).

The Company has drawn equity loan in the amount of EUR 1.5 million from the State Treasury after 30 September 2021, and it can still draw a total of EUR 2.5 million subject to certain terms and conditions. According to the Finnish Companies Act, the loan is deemed as equity, however according to IFRS standards, the loan is deemed as liability.

The situation of the Company's working capital has been challenging during the nine months ended 30 September 2021 due to costs related to the commencement of new large service projects. However, the situation has been solved by agreeing on longer terms of payment with subcontractors as well as increasing the use of the Company's financing facilities.

Maturity of the Company's interest-bearing loans

The table below sets forth the maturity of the Company's interest-bearing loans as at 30 September 2021.

	Q4/2021	**2022**	**2023**	**2024**	**2025**	**2026**	**>5 years**	**Total**
(EUR million)				(unaudited)				
Interest-bearing loans and borrowings	5.4	11.5	2.6	2.1	1.6	1.5	0.0	**24.7**

Restrictions on the use of capital resources

Lamor's senior priority financing arrangement includes customary covenants relating to, among other things, the Company's gearing and equity ratio. Pursuant to the covenants, the ratio between the Company's senior debt and EBITDA shall be less than 3 and the equity ratio over 35 per cent. The ratio between senior debt and EBITDA as well as the equity ratio are reviewed quarterly. At the review period ended on 30 September 2021, the financing covenants were: the ratio between senior debt and EBITDA 2.835 and equity ratio[85] 41.5 per cent.

[85] Only senior priority debts are included as debts in the calculation of the equity ratio covenant.

Lamor was in breach of the covenants of its bank loan at the time on 31 December 2018. During the second half of the financial year 2019, the bank was requested to provide a written waiver for a compensation claim, and as a result of this, the bank waived its compensation claim. Due to this, the breach of the covenants did not have monetary consequences, but the Company's non-current liabilities were reclassified as current liabilities in the amount of EUR 1.4 million. Lamor did not breach the covenants relating to its interest-bearing liabilities in 2019 or 2020.

Net debt

The tables below set forth Lamor's net debt as at the dates indicated.

	As at 30 September		As at 31 December	
			(IFRS)	
	2021	2020	2020	2019
(EUR million)	(unaudited)		(audited, unless otherwise indicated)	(unaudited)
Non-current interest-bearing debt ..	10.1	2.1	3.5	1.6
Non-current lease liabilities	3.4	0.5	0.3	0.9
Current interest-bearing debt	14.6	16.9	12.5	14.0
Current lease liabilities	2.2	0.7	0.8	0.7
Cash and cash equivalents	-2.4	-3.8	-5.3	-1.7
Total net debt	**28.0**	**16.4**	**11.8**(1)	**15.4**

(1) Unaudited.

	As at 31 December	
	(FAS)	
	2019	2018
(EUR million)	(audited, unless otherwise indicated)	
Non-current interest-bearing liabilities........	1.6	2.4
Current interest-bearing liabilities...............	13.5	11.8
Cash and cash equivalents	-1.9	-3.3
Net debt...	**13.1**(1)	**11.0**(1)

(1) Unaudited.

Financing required for investments

Lamor has not made significant investments or decisions on significant investments between 30 September 2021 and the date of this Offering Circular.

Lamor expects to finance its operations mainly through cash flow from operating activities, its existing cash and cash equivalents, loans from financial institutions and the equity loan from the State Treasury.

Financial risk management

Targets and policies of financial risk management

Lamor is an international company, and its business involves various financial risks. Financial risks mainly arose from changes in the market conditions and the behaviour of the customers. Risks affecting Lamor's financial assets mainly relate to changes in the payment behaviour of counterparties, and to the credit risk and the foreign exchange risk.

Changes in the interest rate level have an effect on Lamor's financial liabilities, which include loans with floating interest rates that are exposed to the interest rate risk. Lamor reviews the risk framework periodically and the management oversees the management of these risks in accordance with Lamor's financial risk management policy. Lamor has appropriate policies and procedures, and financial risks are identified, measured and managed in accordance with Lamor's policies and risk objectives. The Board of Directors reviews and confirms risk management policies, which are summarised below.

According to its risk management policy, Lamor estimates its exposure to material market risks with regular sensitivity analyses on each reporting date. Sensitivity analyses are prepared using constant values for variables, such as the amount of net debt, the ratio of fixed and floating interest rate and ratio of financial instruments of foreign exchange currencies.

Market risk

Market risk is the risk that the fair value or future cash flows arising from financial instruments will fluctuate because of changes in market prices or market conditions. Market risk comprises three types of risk: interest rate risk, foreign exchange risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include financing loans and deposits.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Lamor's exposure to the interest rate fluctuations relates primarily to the portion of Lamor's debt obligations that have floating interest rates. Lamor's non-current bank loans that have floating interest rates are linked to Euribor rates. Changes in market interest rates have a direct effect on Lamor's future interest payments.

Lamor's policy of reducing the effects of interest rate risk is to maintain a predefined balance between the total amount of loan facilities acquired and the liquidity position. Lamor's management assesses the interest rate risk at each reporting date to establish the actions required to maintain a stable interest rate environment. Lamor has the ability to renegotiate the terms of the financial instruments in case the market environment and interest rate environment changes.

Lamor may use derivatives for protection against interest rate risk. At the moment, Lamor does not hold any derivative instruments.

Foreign exchange risk

Lamor Group's parent company is incorporated in Finland, and its most significant subsidiaries are located in the United States, Ecuador, Peru and Oman.

Transaction risk

Under Lamor's financial policy, transactions between the parent company and foreign subsidiaries are mainly executed in the local currency of the subsidiary. The parent company carries the related transaction risk, and due to this, the foreign subsidiaries are not exposed to a significant foreign exchange risk. An exception to this are subsidiaries which have transactions and balances in other currencies than their local currency due to the nature of their business. Transactions between the parent company and foreign subsidiaries are executed in a suitable foreign currency in light of Lamor's exposure to exchange rates. The majority of Lamor's sales are in the US dollar or euro due to customer preferences and the nature of the oil business. Exposure to foreign currencies related to all transactions by the parent company and the subsidiaries pertains to receivables and liabilities denominated in foreign currencies and stated on the balance sheet, as well as binding purchase and sales agreements denominated in foreign currencies. As at the date of this Offering Circular, Lamor has one foreign exchange rate forward contract covering a hedge of USD 15 million.

Translation risk

In the financial statements, the balance sheets of the foreign subsidiaries are translated into euro using the European Central Bank's closing rates and the income statements are translated using the average rates for the relevant year. The effects of fluctuation of foreign exchange rates related to the translation of the income statements and balance sheets of the subsidiaries are recognised in the exchange differences in the statement of comprehensive income and in the translation differences in equity.

Dividends and dividend policy

Lamor aims to distribute dividends annually, while taking into account growth of business as the Company's most important target.

While Lamor does not plan to change its dividend policy, there can be no assurance that any dividend or other capital return will be paid in the future, and of the amount of dividends or other capital return to be paid for any certain year. Distribution of dividends and other capital returns are based on the discretion of Lamor's Board of Directors and ultimately depended on decisions of the General Meeting of Lamor, cash and cash equivalents, accumulated profits, estimated financing needs, Lamor's financial position, results of operations, the terms of financing agreements binding Lamor, rules in the Companies Act and other similar factors.

Lamor did not pay dividends or repurchase its own Shares in the financial years ended 31 December 2020, 31 December 2019 and 31 December 2018. During the nine months ended 30 September 2021, Lamor executed four repurchases of its Shares, acquiring a total of 8,768 Shares for EUR 604.2 thousand.

BOARD OF DIRECTORS AND MANAGEMENT TEAM

General

Pursuant to the provisions of the Companies Act, the control and management of Lamor are divided between the General Meeting of the Shareholders and the Board of Directors. The ultimate decision-making authority lies with the shareholders at the Annual General Meeting, which appoints the members of the Board of Directors and the Company's auditor. The Board of Directors is responsible for Lamor's administration and the proper organization of the operations of the Company. The duties and accountability of the Board of Directors are determined primarily under Lamor's Articles of Association and the Companies Act. The procedure and rules of the Board of Directors of Lamor are described in the charter adopted by the Board of Directors. The Company's Chief Executive Officer (the "**CEO**") is appointed by Lamor's Board of Directors. In addition, the Management Team assists the CEO in the operations of the Company.

Corporate governance

In addition to the applicable legislation governing the operations of public limited companies, Lamor complies with the Finnish Corporate Governance Code maintained by the Finnish Securities Market Association. The Finnish Corporate Governance Code is issued and maintained by the Finnish Securities Market Association, and it is publicly available on the website of the Finnish Securities Market Association at www.cgfinland.fi. As at the date of this Offering Circular, Lamor deviates from Recommendation 10 of the Finnish Corporate Governance Code, which concerns the independence of the member of the board of directors (for more information, please see "– *Conflicts of interest*").

In addition, Lamor complies with the Code of Conduct and other policies defined by it. After the listing, Lamor will also comply with the First North Rules and the sections of the Rules of Nasdaq Helsinki concerning disclosure obligations and applicable to regulated market.

Board of Directors

Pursuant to the Articles of Association of Lamor, the Company's Board of Directors consists of a minimum of three and a maximum of eight ordinary board members and the term of office of board members expires at the end of the Annual General Meeting first following their election. The Board of Directors constitutes a quorum when more than half of its elected members are present. Members with a conflict of interest are excluded when determining the quorum.

In addition to the duties defined in laws and regulations and Lamor's Articles of Association, the duties of Lamor's Board of Directors include the following:

- to guide and supervise Lamor's management and operations;
- to confirm the charters of the committees of the Board of Directors;
- to decide on significant matters pertaining to Lamor's operations;
- to monitor Lamor's financial reporting as well as to review and approve Lamor's interim report, reports by the Board of Directors and financial statements;
- to approve Lamor's strategic objectives and risk management principles and Lamor's certain guidelines and policies and monitor their realisation;
- decide on the remuneration of the CEO and the Management Team and Lamor's incentive schemes in accordance with Lamor's remuneration policy;
- to decide on significant business acquisitions, investments and divestments; and
- to define Lamor's dividend policy.

Lamor's Board of Directors convenes according to a schedule agreed in advance and as needed. The Board of Directors receives up-to-date information on Lamor's operations, finance and risks in its meetings. In addition to its members, the CEO and the CFO attend in the meetings of the Board of Directors, unless the meeting concerns a matter concerning them. Minutes are kept of all meetings of the Board of Directors.

The table below sets forth the members of Lamor's Board of Directors as at the date of this Offering Circular:

Name	Position	First elected to the Board of Directors
Esa Ikäheimonen	Chairman of the Board	2018
Fred Larsen..	Member of the Board	2008
Timo Rantanen...	Member of the Board	2020

Esa Ikäheimonen (born 1963) has served as the Chairman of Lamor's Board of Directors since 2018. Ikäheimonen also serves as the CFO and as a member of Executive Directors at Genel Energy plc, as a member of the Board of Directors of IOG plc and Averda International. In addition, during the previous five years Ikäheimonen has served as a member of the Board of Directors of Energy Infrastructure Company ltd and Vantage Drilling International and before that as a member of the Board of Directors of Ahlstrom Corporation. Ikäheimonen has more than 30 years of experience mainly in the oil and gas business, including working for Royal Dutch Shell, Pöyry, Transocean and Seadrill. Ikäheimonen holds a Master of Laws degree from the University of Turku. Ikäheimonen is a Finnish citizen.

Fred Larsen (born 1968), one of the founders of Lamor, has served as a member of Lamor's Board of Directors since 2008 and he has also previously served as the CEO of Lamor between 2010 and 2019 as well as a member of the Management Team between 2006 and 2019. In addition, Larsen serves as the Chairman of the Board of Directors of Larsen Family Corporation Oy and Krämaretorget Fastighets Ab. Larsen has more than 40 years of experience from the industry. Larsen holds a high school diploma. Larsen is a citizen of Finland and Denmark.

Timo Rantanen (born. 1961) has served as a member of Lamor's Board of Directors since 2020 and he has previously served as Lamor's interim COO between 2018 and 2020 and CFO between 2001 and 2007. Rantanen serves also as the Chairman of the Board of Directors and as the CEO of Capital Dynamics Oy, as the Chairman of the Board of Directors of Eksell Holding Oy, Corrosion Control International Oy, companies belonging to Genera Management group as well as a member of the Board of Directors of Petter Larsen Holding Oy, Nurmijärven Linja Oy and companies belonging to Joensuun Tila group. Rantanen has more than 30 years of experience from strategic planning and financing of business. Rantanen holds a Master of Science Degree in Economics from the University of Vaasa. Rantanen is a Finnish citizen.

Lamor's Extraordinary General Meeting, held on 1 October 2021, elected, as conditional on the completion of the Listing and the Offering, Nina Ehrnrooth and Kaisa Lipponen as the new members of the Company's board directors. Information concerning Nina Ehrnrooth and Kaisa Lipponen is presented below.

Nina Ehrnrooth (born 1962) serves as the CEO of Partioaitta Oy. Ehrnrooth serves also as the Chairman of the Board of Lyra in Africa r.y.. Ehrnrooth has previously served as a HR consultant at Virvo Oy, as a HR manager at Dell Oy as well as a HR and deputy country manager at Stadium Oy. Ehrnrooth holds a Master of Science Degree in Economics from the Hanken School of Economics. Ehrnrooth is a Finnish citizen.

Kaisa Lipponen (born 1980) serves as a member of the leadership team (SVP, Communications & Sustainability) of Paulig Ltd as well as a Chairman of the Board of Directors of ProCom Oy. In addition, during the previous five years Lipponen has served as a member of the Board of Directors of ProCom Oy as well as a Communications Director at Neste Corporation. Lipponen holds a Master of Arts Degree from the University of Jyväskylä. Lipponen is a Finnish citizen.

Committees of the Board of Directors

The Board of Directors may establish permanent committees to assist the Board of Directors in the preparation and performance of its tasks and duties, and decide on their size, composition and duties. In its meeting held on 23 November 2021, Lamor's Board of Directors resolved to establish the Audit Committee, which activities have been described in more detail below. The term of the Audit Committee begins as of the Listing.

Audit Committee

The purpose of the Audit Committee is to assist the Board of Directors by preparing the matters falling within the competence of the Board of Directors. The Audit Committee prepares matters relating to, for example, financial reporting, risk management, monitoring and evaluation of related party transactions, auditors, internal audit as well as the compliance with laws and regulations. The Board of Directors has determined the main duties and operating principles of the Audit Committee in a written charter.

Lamor's Board of Directors appoints the chairman and the members of the audit committee. The Audit Committee consists of three members of the Board of Directors whose term is one year, and the term ends at the close of the Annual General Meeting following the election. A majority of the members of the Audit Committee must be independent of Lamor and at least one member of the Audit Committee must be independent of Lamor's significant shareholders. A person who participates in the day-to-day management (for example, as the CEO) of Lamor or another company in the same group of companies, cannot be appointed to the Audit Committee at all.

The members of the Audit Committee must have sufficient expertise and experience with respect to the Committee's area of responsibility and the mandatory tasks relating to auditing. At least one Audit Committee member must have expertise in accounting or auditing.

In its meeting on 23 November 2021, Lamor's Board of Directors appointed Timo Rantanen as the chair of the Audit Committee and Nina Ehrnrooth and Kaisa Lipponen as members of the Audit Committee.

The CEO and the Group Management Team

The CEO is responsible for the management, guidance and supervision of Lamor's business operations. In addition, the CEO is responsible for the day-to-day executive management of Lamor in accordance with the instructions and orders given by the Board of Directors. In addition, the CEO shall ensure that Lamor's accounting practices comply with the relevant laws and that its financials have been arranged in a reliable manner. The duties of the CEO are governed primarily by the Companies Act. The CEO shall provide the Board of Directors and its members with the information necessary for the performance of the duties of the Board of Directors.

The Board of Directors appoints and dismisses the CEO. The Board of Directors decides on the terms and conditions of the CEO's employment, and they are defined in a written service agreement. In addition, the Board of Directors decides on the remuneration of the members of the Management Team.

The duty of Lamor's Management Team is to support the CEO in the planning of the operations and operational management. In addition, the Management Team prepares possible investments, business acquisitions and development projects. Lamor's Management Team convenes regularly.

The table below sets forth the members of Lamor's Management Team as at the date of this Offering Circular.

Name	Position	Member of Management Team since
Mika Pirneskoski	CEO	2018
Magnus Miemois	COO	2020
Timo Koponen	CFO	2021
Johanna Grönroos	CDO	2021

Mika Pirneskoski (born 1978) has served as Lamor's CEO since 2019. Before this Pirneskoski has held several positions in Lamor group. Pirneskoski holds a Master of Science Degree in Economics from the University of Oulu. Pirneskoski is a Finnish citizen.

Magnus Miemois (born 1970) has served as Lamor's COO since 2020. Miemois also serves as the Chairman of the Board of Directors and as a deputy CEO of PMR Performance Ltd. Before joining Lamor, Miemois has served in several positions at Wärtsilä Corporation. Miemois holds a Master of Science degree in Technology from the Helsinki University of Technology. Miemois is a Finnish citizen.

Timo Koponen (born 1969) has served as Lamor's CFO since 2021. Before joining Lamor, Koponen has served in several positions at Wärtsilä Corporation as well as an external advisor at Bain & Company and Trailmaker Ltd. Koponen holds a Master of Science Degree in Economics from the Turku School of Economics. Koponen is a Finnish citizen.

Johanna Grönroos (born 1977) has served as Lamor's CDO since 2021. Grönroos also serves as a member of the Board of Directors of CarbonLink Oy. In addition, during the previous five years Grönroos has served as a partner and as a Senior Manager at Ernst & Young Oy. Grönroos holds a Master of Science Degree in Economics from the Turku School of Economics. Grönroos is a Finnish citizen.

Business Address

The business address of Lamor's Board of Directors and the Management Team is Rihkamatori 2, FI-06100 Porvoo, Finland.

Statement on Lamor's Board of Directors and the management

As at the date of this Offering Circular, none of the members of the Board of Directors or the Management Team or Lamor's CEO have during the five previous years:

- been convicted in relation to fraudulent offences or minor offences,
- held an executive function, been included in the executive management, or been a member of the administrative, management or supervisory bodies of any company, or acted as a general partner with individual liability in a limited partnership at the time of or preceding any bankruptcy, receivership, administration of an estate or liquidation or
- been subject to any official public incrimination and/or sanctions by any statutory or regulatory authorities (including any designated professional bodies) or been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of a company or from acting in the management or conduct of the affairs of any company.

There are no family relationships between the members of the Board of Directors, the CEO and the members of the Management Team.

Conflicts of interest

Provisions regarding the conflicts of interest of the management of a Finnish company are set forth in the Companies Act. Pursuant to Chapter 6, Section 4 of the Companies Act, a member of the Board of Directors may not participate in the handling of a contract between himself or herself and the company. Further, a member of the Board of Directors may not participate in the handling of a contract between the company and a third party, if he or she is expected to gain from it significant benefit, which may be in conflict with the company's interests. This provision also applies to any other legal act, legal proceeding or other similar matter. Further, this provision also applies to the CEO.

To the knowledge of Lamor, the members of the Board of Directors, the CEO or the members of the Management Team do not have any conflicts of interests between their duties relating to Lamor and their private interests and/or their other duties, except for the Shares held by them directly or indirectly.

From the current members of the Board of Directors, Esa Ikäheimonen and Timo Rantanen are considered not to be independent of Lamor and Fred Larsen is not deemed to be independent of the Company and Lamor's major shareholder, Larsen Family Corporation Oy. During the previous three years, Esa Ikäheimonen and Timo Rantanen have received remunerations, relating to consultancy assignments, from the Company. Fred Larsen has been a member of the Company's Board of Directors continuously for over 10 years. In addition, during the previous three years, he has received remuneration, relating to consultancy assignments, from the Company. Nina Ehrnrooth and Kaisa Lipponen, whose election to Lamor's Board of Directors is conditional on the completion of the Listing and the Offering, are deemed to independent of Lamor and major shareholders of Lamor. The consultancy agreements of Ikäheimonen and Rantanen will be terminated when the Listing is completed, in which case the majority of the Board of Directors is independent of the Company within a year.

Holdings of Shares by members of the Board of Directors and the Management Team

As at the date of this Offering Circular, the members of Lamor's Board of Directors, CEO and members of the Management Team hold 12,154,650 Shares, representing 60.1 per cent of Lamor's Shares and 61.8 per cent of votes.

The table below sets forth the number of Shares held by the members of Lamor's Board of Directors and Management Team as at the date of this Offering Circular:

Name	Position	Shares, total	Shares, %
The Board of Directors			
Esa Ikäheimonen	Chairman of the Board	202,200	1.00
Fred Larsen...............................	Member of the Board	10,895,650(1)	53.88
Timo Rantanen	Member of the Board	621,500(2)	3.07
The Management Team			
Mika Pirneskoski	CEO	354,400	1.75
Magnus Miemois.......................	COO	40,450	0.20
Timo Koponen...........................	CFO	40,450	0.20
Johanna Grönroos	CDO	0	–

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(1) Including direct ownership (1,098,350 Shares) and indirect ownership through Larsen Family Corporation Oy (9,797,300 Shares).

(2) Indirect ownership through controlled entity Capital Dynamics Oy.

Nina Ehrnrooth and Kaisa Lipponen, whose election to Lamor's Board of Directors is conditional on the completion of the Listing and the Offering, do not hold any shares in the Company.

Remuneration of the management

Remuneration of the Board of Directors

Pursuant to the Companies Act, the General Meeting decides upon the remuneration paid to the members of the Board of Directors and the basis for it.

Lamor's Annual General Meeting, held on 29 June 2021, resolved that the members of the Board of Directors will receive an annual remuneration of EUR 15,000, excluding the Chairman of the Board of Directors, whose annual remuneration is

EUR 25,000. According to the decision of the Annual General Meeting, a fee of EUR 1,000 per meeting and a fee of EUR 500 per teleconference will be paid to outside members of the Company. The travel expenses are compensated in accordance with the Company's travel policy and the official decision of the Tax Administration on tax-exempt travel allowances.

Lamor's Extraordinary General Meeting, held on 1 October 2021, resolved that, by way of deviating from the resolution made by the Annual General Meeting on 29 June 2021 and as of the Listing, members of the Board of Directors will receive an annual remuneration of EUR 20,000, excluding the Chairman of the Board of Directors, whose annual remuneration is EUR 30,000. According to the decision of the Extraordinary General Meeting, the members of the Board of Directors, who are not in employment or service relationship with the Company, will receive EUR 1,000 per Board meeting attended and EUR 500 per teleconference meeting attended. Travel expenses will be compensated in accordance with the Company's travel policy and official decision of the Tax Administration on tax-exempt travel allowances.

The changes in the annual remunerations of the Chairman and the members of the Board of Directors are conditional on the completion of the Listing and the Offering.

The table below sets forth the remuneration paid to the members of the Board of Directors and relating to work performed as a member of Lamor's Board of Directors for the periods indicated.

	1 January to 30 September 2021	**1 January to 31 December 2020**	**1 January to 31 December 2019**	**1 January to 31 December 2018**
	(IFRS)	**(IFRS)**		**(FAS)**
(EUR thousand)				
Chairman of the Board of Directors......	23	32	29	35
Members of the Board of Directors	11	27	39	87
Total	**34**	**59**	**68**	**122**

Apart to the resolutions made by the Extraordinary General Meeting on 1 October 2021 mentioned above, there have been no material changes in the compensation of Lamor's Board of Directors between 30 September 2021 and the date of this Offering Circular.

The members of the Board of Directors have received the following remunerations relating to consultancy agreements and not relating to the work performed as a member of Lamor's Board of Directors:

	1 January to 30 September 2021	**1 January to 31 December 2020**	**1 January to 31 December 2019**	**1 January to 31 December 2018**
	(IFRS)	**(IFRS)**		**(FAS)**
(EUR thousand)				
Consultancy remuneration, total	254	380	212	141

The consultancy agreements between Esa Ikäheimonen and the Company as well as Timo Rantanen and the Company will be terminated when the Listing is completed.

Remuneration of the members of the Management Team and the CEO

The Board of Directors decides upon the remuneration the CEO and the Management Team and the basis of it. The remuneration of the members of the Management Team and the CEO consists of fixed monthly salary, customary benefits in kind and incentives, as in force from time to time. In addition, the CEO has a housing benefit.

The pension benefits of the members of the Management Team and the CEO are determined by law and common practice. The Company does not have any supplementary pension plans for the CEO or other members of the Management Team in force.

The term of notice of the CEO and one member of the Management Team is on both sides three months, the term of notice of two other members of the Management Team is six months from the Company's side and three months from the executive's side. If the Company terminates the employment contract of one of the members of the Management Team, the member in question is entitled to a payment corresponding to her or his salary of six months despite term of notice being three months in the contract. For other members of the Management Team and the CEO, the notice pay is in correspondence with the salary to be paid during the term of notice.

The table below sets forth the salaries and rewards paid to the CEO and the members of the Management Team for the periods indicated.

	1.1.–30.9.2021	1.1.–31.12.2020	1.1.–31.12.2019	1.1.–31.12.2018
	(IFRS)	(IFRS)		(FAS)
(EUR thousand)				
Remuneration paid to the CEO	161	125	233(1)	232(1)
Remuneration paid to the others in the Management Team(1)	377	409	338	309

(1) Includes also remuneration paid on the basis of the consultancy agreements.

There have been no material changes in the remuneration of Lamor's CEO and Management Team between 30 September 2021 and the date of this Offering Circular.

Incentive schemes and restrictions on disposal of Shares

As at the date of this Offering Circular, Lamor does not have share award systems in force. Lamor's Board of Directors is investigating the establishment of a stock-based incentive scheme for the Company's key individuals, which would aim to reward the participants in a competitive manner and commit them to Lamor. The establishing of a possible incentive scheme as well as its terms and content will be decided after the Listing.

Directorships and partnerships

The members of Lamor's Board of Directors and Management Team and the CEO hold or have held the following directorships and/or have been a partner in the following partnerships in the five years prior to the date of this Offering Circular.

Name	Present directorships/partnerships	Previous directorships/ partnerships
Board of Directors		
Esa Ikäheimonen	General Energy plc IOG plc Averda International Konnectus ltd Imove Capital Oy	Energy Infrastructure Company ltd Vantage Drilling International
Fred Larsen	Larsen Family Corporation Oy Krämaretorget Fastighets Ab	-
Timo Rantanen	Capital Dynamics Oy Eksell Holding Oy Petter Larsen Holding Oy Corrosion Control International Oy Genera Management Oy Nurmijärven Linja Oy Finndent Oy Fineltec Oy Genera Oy Relaxbirth Ltd Joensuun Tila Oy Skräddarby Gård Oy	-
Nina Ehrnrooth	Partioaitta Oy	-
Kaisa Lipponen	Paulig Ltd ProCom Oy	Neste Corporation ProCom Oy
CEO and Management Team		
Mika Pirneskoski	-	-
Magnus Miemois	PMR Performance Ltd Replot Invest Ab Oy	-

Name	Present directorships/partnerships	Previous directorships/ partnerships
Timo Koponen..	-	Gasum Ltd
Johanna Grönroos	CarbonLink Oy Conlime Oy	Ernst & Young Oy

OWNERSHIP STRUCTURE

Major shareholders

The following table sets forth the shareholders owning individually or through a sphere of control at least 5 per cent of the Shares in Lamor and voting rights attached to the Shares, pursuant to information available to Lamor on the date of this Offering Circular. Obligations to notify and disclose major holdings and proportions of voting rights pursuant to the Finnish Securities Markets Act only apply to issuers whose shares have been admitted to trading on a regulated market and to shareholders of such issuers and thus such obligations do not apply to Lamor or its shareholders.

Shareholder	Shares, total	Shares, %	Votes, %
Larsen Family Corporation Oy[(1)]	9,797,300	48.45	49.79
Ilmarinen Mutual Pension Insurance Company	1,938,850	9.59	9.85
Finnish Industry Investment Ltd	1,938,800	9.59	9.85
Nico Larsen..	1,539,450	7.61	7.82
Fred Larsen..	1,098,350	5.43	5.58
Major shareholders, total	**16,312,750**	**80.67**	**82.90**
Other shareholders	3,365,850	16.64	17.10
Outstanding Shares, total	**19,678,600**	**97.31**	**100**
Lamor[(2)]...	542,450	2.68	–
Total	**20,221,050**	**100**	**–**

(1) Entity controlled by Fred Larsen.

(2) The Shares held by Lamor do not carry voting rights at the Company's general meeting.

Controlling shareholder

As at the date of this Offering Circular, Larsen Family Corporation Oy, an entity controlled by Fred Larsen holds 48.45 per cent of the Shares in the Company and 49.79 votes attached to the Shares and Fred Larsen holds 5.43 percent of the Shares and 5.58 per cent of votes attached to the Shares. Accordingly, Fred Larsen exercises control in Lamor under the provisions of the Finnish Securities Markets Act as the date of this Offering Circular.

Other than the Offering, Lamor is not aware of any arrangements the operation of which could result in a change of control in Lamor.

No arrangements concerning voting rights

Lamor has only one class of shares. In accordance with the Companies Act, one Share in Lamor entitles to one vote at the General Meeting.

Lamor's current shareholders have entered into shareholders' agreements concerning Lamor which will be terminated upon the completion of the Listing. Lamor is not aware of any arrangements or agreements concluded between its shareholders which could, after the Listing, affect the control or use of voting rights in the general meetings of Lamor.

RELATED PARTY TRANSACTIONS

Lamor's related parties include the parent company Lamor Corporation Plc, subsidiaries owned fully by the parent company and Lamor's key management personnel and their close family members and entities controlled by them. The key management personnel includes the members of the Board of Directors, the CEO and the members of the Lamor's Management Team.

The below tables present Lamor's related-party transactions on the periods indicated. Items and transaction between the parent company and subsidiaries, which are deemed as related parties, have been eliminated in the consolidated financial statements and thus, these are not included in the tables below.

	1 January to 30 September		1 January to 31 December	
	(IFRS)			
	2021	2020	2020	2019
(EUR thousand)	(unaudited)		(audited)	(unaudited)
Transactions with related parties				
Sales to related parties	0	0	40	39
Purchases from related parties	1,120	854	1,151	1,279
Receivables	173	133	173	133
Liabilities	165	97	13	208
Loans from related parties				
Amounts owed to related parties	2,499	2,458	2,394	2,571

	1 January to 31 December	
	(FAS)	
	2019	2018
(EUR thousand)	(audited)	
Transactions with related parties		
Sales to related parties[(1)]	39.3	4.5
Receivables	133.0	266.5
Purchases from related parties	1,244.3	957.2
Loans from related parties		
Debts to related parties	2,779.5	2,698.1

(1) Related party income in the financial statements as at and for the years ended 31 December 2019 and 31 December 2018 (FAS).

The Company has a non-fixed-term consultancy agreement with Larsen Family Corporation Oy, an entity controlled by Fred Larsen, under which the amount of consultancy fee paid per month is EUR 19.3 thousand. Remuneration relating to consultancy agreements and not relating to the work performed as a member of Lamor's Board of Directors paid to the members of the Board of Directors and the Management Team or entities controlled by them, have been included on the above tables. Members of the Company's Board of Directors and Management Team and the Company's CEO and further information regarding their remuneration and incentive arrangements as well as their shareholdings is presented in the section "*Board of Directors and Management Team*" of this Offering Circular.

Transactions with the related parties have been executed in accordance with general business terms. The Company has acquired consultation services relating to development of business and strategy work as well as software services from its related parties.

In addition, the Company leases facilities from Larsen Family Corporation Oy and acquires related facility services from it under a non-fixed-term agreement. Total payment of EUR 20.0 thousand is paid per month for the leasing of facilities and facility services.

There have not been any significant changes in Lamor's related party transactions between 30 September 2021 and the date of this Offering Circular.

SHARES AND SHARE CAPITAL

General

As at the date of this Offering Circular, Lamor's share capital amounts to EUR 3,866,375.40 and the total number of Shares issued is 20,221,050. As at the date of this Offering Circular, Lamor holds 542,450 of its own Shares.

Lamor has one share class. Each Share has equal voting rights and all Shares of the Company provide equal rights to dividend. There are no voting restrictions related to the Shares. The Shares do not have a nominal value. The Shares have been issued in accordance with Finnish laws and all Shares have been paid in full. The Shares are denominated in euros. The ISIN code of the Shares is FI4000512488. After the Listing, the Shares are freely transferable within the limits of the transfer restrictions described in the section "*Plan of distribution in the Offering – Lock-ups*".

The Shares are entered in the book-entry securities system maintained by Euroclear Finland. The address of Eurocelar Finland is Urho Kekkosen katu 5 C, FI-00100 Helsinki, Finland.

Development of share capital

The following table sets forth the historical development of Lamor's share capital and the number of Shares for the period between 1 January 2018 and the date of this Offering Circular:

Date of resolution	Transaction[1]	Subscription price per Share (EUR)	Number of shares	Number of shares after the transaction	Share capital (EUR)	Registration date
11 September 2020	Increase of share capital(1)	–	–	384,204	3,866,375.40	23 September 2020
11 December 2020	Directed share issue(2)	42.67	14,555	398,759	3,866,375.40	11 March 2021
7 May 2021	Directed share issue(3)	74.18	5,662	404,421	3,866,375.40	27 August 2021
15 November 2021	Share issue without payment (split)	–	19,816,629	20,221,050	3,866,375.40	17 November 2021

(1) On 11 September 2020, Lamor's Extraordinary General Meeting resolved to increase the Company's share capital by a fund increase of EUR 3,500,000 from the Company's invested unrestricted equity fund. The Company's share capital was before the increase EUR 366,375.40 and after the increase EUR 3,866,375.40.

(2) On 11 December 2020, Lamor's Board of Directors resolved, based on the authorization given by the Company's General Meeting on 21 August 2020, on a directed share issue with payment where a total of 14,555 new shares in the Company were offered. The subscription price per share was EUR 42.67 and the subscription price was paid in full as a share exchange in such a way that the subscriber transferred all the shares in Corena S.A Ecuador (525,951 shares), Lamor Peru (898,997 shares) and Corena S.A Colombia (525 shares) owned by him to the Company in accordance with the terms and conditions of the mutual agreement concluded by the parties and valuation principles determined in connection with the arrangement. The share capital was not increased.

(3) On 7 May 2021, Lamor's Board of Directors resolved, based on the authorization given by the Company's General Meeting on 21 August 2020, on a directed share issue with payment where a total of 5,662 new shares in the Company were offered to specific key individuals of the company as a part of the Company's incentive scheme. The subscription price per share was EUR 74.18. Subscription prices were recorded to the Company's reserve for invested unrestricted equity and the share capital was not increased.

Current authorizations

Lamor's shareholders have made a unanimous decision on 15 November 2021, which authorized the Board of Directors of Lamor to resolve on:

- Share Issue in connection with the Listing of Lamor (Offering). A maximum of 15,000,000 new Shares can be issued pursuant to the authorization. The authorization can be used in one or more tranches and in deviation of shareholders' pre-emptive rights (directed share issue). The Board of Directors may resolve on all other terms of the share issue. The authorization is valid until 31 December 2021.
- Issuing a maximum of 1,800,000 new Shares as follows: the authorization can be used in one or more tranches and in deviation of shareholders' pre-emptive rights (directed share issue). The Board of Directors may resolve on all other terms of the share issue. The authorization is valid until the end of the next Annual General Meeting, however, no longer than until 30 June 2022.

Shareholder rights

Dividends and other distribution of funds

Under the Companies Act, the shareholders' equity of a company is divided into restricted and unrestricted equity. Restricted equity consists of the share capital, the fair value reserve and the revaluation reserves according to the Finnish Accounting Act (1336/1997, as amended) as well as any possible reserve fund and share premium fund formed under the previous Finnish Companies Act (734/1978, as amended) effective prior to 1 September 2006.

In accordance with the prevailing practice in Finland, dividends on shares in a Finnish limited company, if any, are generally declared once a year. Dividends may be paid and unrestricted equity may be otherwise distributed after the General Meeting of Shareholders has adopted the company's financial statements and resolved on the amount of dividend or other distribution of unrestricted equity based on a proposal by the Board of Directors of the company. Pursuant to the Companies Act, the payment of a dividend or other distribution of unrestricted equity may also be based on financial statements other than those for the preceding financial year, provided that such financial statements have been adopted by the General Meeting of Shareholders. If the company has an obligation to elect an auditor pursuant to the law or its Articles of Association, such financial statements must be audited.

The payment of a dividend or other distribution of unrestricted equity requires the approval of the majority of the votes cast at a General Meeting of Shareholders of the company. Pursuant to the Companies Act, the General Meeting of Shareholders may also authorize the Board of Directors to resolve upon the payment of dividends and other distributions of unrestricted equity. The amount of dividend or other distribution of unrestricted equity cannot exceed the amount stipulated by the General Meeting of Shareholders.

Pursuant to the current Companies Act, a company may also distribute funds by reducing its share capital, which requires the approval of the majority of votes cast at a General Meeting of Shareholders of the company. A decision regarding the share capital reduction must be registered in the Trade Register within one month from the General Meeting of Shareholders of the company that resolved on such share capital reduction. Following the registration of the share capital reduction, a creditor hearing process may be commenced, and the Trade Register will issue, upon application of the company, a notice to the creditors of the company. The reduction of the share capital may be registered if none of the creditors of the company has opposed the reduction of the share capital or the company has received a confirmatory judgment to the effect that the opposing creditors have either received payment for their receivables or a securing collateral has been placed by the company for the payments of such receivables.

Distributable funds include the net profit for the preceding financial year, retained earnings from previous financial years and other unrestricted equity, adjusted for the loss set forth in the statement of financial position and the amounts that the Articles of Association of the company require to be left undistributed. The amount of any dividend or other distribution of unrestricted equity is limited to the amount of distributable funds of the company stated in the financial statements upon which the decision to pay dividends or otherwise distribute unrestricted equity are based, subject to any material changes in the financial condition of the company since the financial statements were prepared. Distribution of funds, whether by way of dividend or other distribution of unrestricted equity, is prohibited if it is known, or it should be known, at the time such decision is made that the company is insolvent or that such distribution would cause the company to become insolvent.

Distributable funds are, where applicable, to be further adjusted for capitalized incorporation, research and certain development costs in accordance with the provisions of the Finnish Act on the Implementation of the Finnish Companies Act (625/2006, as amended). A parent company of a consolidated group of companies may not distribute more than the amount of distributable funds shown on the parent company's latest audited and adopted financial statements.

The dividend may not exceed the amount proposed or otherwise accepted by the Board of Directors, unless so requested at the General Meeting by shareholders representing at least one-tenth of all of the issued and outstanding shares in the company, in which case, the dividend can be no more than the lesser of (i) at least one-half of the profit for the preceding financial year less the amount that the Articles of Association of the company require to be left undistributed (if any); and (ii) the amount of distributable funds as described above. However, in such case, the dividend cannot exceed 8 per cent of the total shareholders' equity of the company and the distributable amount must be adjusted for any dividends paid during the accounting period before the Annual General Meeting.

If the share capital of a company has been reduced for loss coverage, the unrestricted equity of the company may be distributed to the shareholders during the three years following the registration of the reduction only in accordance with the aforementioned creditor protection procedure.

All Shares in Lamor carry equal rights to dividends and other distributions of funds (including distributions of assets in the event of the liquidation). Pursuant to the Companies Act, dividends and other distributions of funds are paid to the shareholders or their nominees entered in the shareholders' register on the relevant record date. Such register is maintained by Euroclear Finland through relevant account operators. No dividends are payable to shareholders not registered in the shareholders' register. The right to dividends expires within three years from the dividend payment date, after which the funds reserved for paying the dividends will remain with Lamor.

Voting rights and general meeting of shareholders

General

Pursuant to the Companies Act, shareholders exercise their power to resolve on matters at general meetings of the shareholders. Pursuant to the Companies Act, the Annual General Meeting of the company must be held annually no later than six months from the end of the company's financial year. At the Annual General Meeting, the financial statements, including the income statement, statement of financial position and cash flow statement with notes thereto and consolidated financial statements, provided that consolidated financial statements are to be prepared pursuant to the Accounting Act (1336/1997), are presented to the shareholders for adoption. At the Annual General Meeting, shareholders also make decisions regarding, among others, use of profits shown in the statement of financial position, the discharge from liability of the members of the Board of Directors and the chief executive officer as well as the election of the members of the Board of Directors and the auditor, and their respective remuneration.

An Extraordinary General Meeting in respect of specific matters must be convened when deemed necessary by the Board of Directors, or when requested in writing by the auditor of the company or by shareholders representing at least one-tenth of all of the issued and outstanding Shares in the Company.

According to Lamor's Articles of Association, the notice of general meetings of shareholders shall be delivered by publishing it on Lamor's website or by providing the notice to a shareholder by email or otherwise in writing at the address informed to the Company by the shareholder. After the Listing, in accordance with the First North Rules, Lamor shall publish the notice of general meeting of shareholder as a company release.

There are no quorum requirements for General Meetings of shareholders in the Companies Act or in the Articles of Association of Lamor.

In order to have the right to attend and vote at a General Meeting of Shareholders, a shareholder must be registered at least eight Finnish business days prior to the relevant General Meeting of Shareholders in the register of shareholders maintained by Euroclear Finland in accordance with Finnish law. A beneficial owner of nominee-registered shares contemplating attending and voting at the General Meeting of Shareholders should seek a temporary registration in the register of shareholders maintained by Euroclear Finland by the date announced in the notice of the General Meeting of Shareholders, which date must be after the record date of the General Meeting of Shareholders. A notification for temporary registration of a beneficial owner into the shareholder register of the Company is considered notice of attendance at the General Meeting of Shareholders.

Voting rights

A shareholder may attend and vote at a General Meeting of Shareholders in person or through an authorized representative. However, pursuant to temporary legislation enacted due to the recent covid-19 outbreak, Finnish limited companies whose shares are admitted to trading on a regulated market or on a multilateral trading facility, such as Lamor after the Listing, may choose to arrange a General Meeting of Shareholders without shareholders being present. Pursuant to the temporary legislation, a General Meeting of Shareholders may be arranged such that shareholders may participate and vote in the General Meeting only though an agent. Where Lamor decides to arrange such a General Meeting of Shareholders, it shall make available to shareholders one or several agents, who may not be related parties of the company. Alternatively, Lamor may decide to arrange a General Meeting of Shareholders such that shareholders may participate and vote in the General Meeting only by mail-in voting, distance communication or other means of technical nature. The temporary legislation is in force until 30 June 2022.

Each Share entitles the holder to one vote at the General Meeting of Shareholders. At a General Meeting of Shareholders, resolutions are generally passed with the majority of the votes cast. However, certain resolutions, such as any deviations from shareholders' pre-emptive rights in respect of share offerings and directed repurchases of own shares, amendments to the Articles of Association and resolutions regarding mergers, demergers or liquidation of a company, require at least two-thirds of the votes cast and the shares represented at the General Meeting of Shareholders. In addition, certain resolutions, such as amendments to the Articles of Association that change the respective rights of shareholders holding the same class of shares or increase the redemption rights of a company or its shareholders require the consent of all shareholders, or where only certain shareholders are affected, require the consent of all shareholders affected by the amendment in addition to the applicable majority requirement.

Pre-emptive right

Pursuant to the Companies Act, shareholders of a Finnish company have a pre-emptive right, in proportion to their shareholdings, to subscribe for new shares in such company, unless the resolution of the General Meeting of Shareholders approving such issue or authorizing the Board of Directors to resolve on such issue, provides otherwise. Pursuant to the Companies Act, a resolution that deviates from the shareholders' pre-emptive rights must be approved by at least two-thirds of all votes cast and shares represented at a General Meeting of shareholders. In addition, pursuant to the Companies Act, such a resolution requires that the company has a weighty financial reason to deviate from the pre-emptive rights of shareholders.

Certain shareholders resident in, or with a registered address in certain jurisdictions may not be able to exercise pre-emptive rights in respect of their shareholdings unless a registration statement, or an equivalent thereof under the applicable laws of their respective jurisdictions, is effective or an exemption from any registration or similar requirements under the applicable laws of their respective jurisdictions is available.

Right to share in any surplus in the event of liquidation

Pursuant to the Companies Act, upon the voluntary liquidation of the company, liquidators are required to cause the repayment of the company's known debts. Any net assets remaining after the repayment of debts are paid to the shareholders pro rata to their holdings of Shares.

Redemption provisions (squeeze-out)

Under the Companies Act, a shareholder with shares representing more than 90 per cent of all shares and voting rights attached to all shares in a company has the right to redeem remaining shares in such company for fair value. In addition, any minority shareholder that possesses shares may, pursuant to the Companies Act, require such majority shareholder to redeem its shares.

Conversion provisions

The Companies Act and Lamor's Articles of Association do not contain conversion provisions regarding the Shares.

Amendments to be made to the Articles of Association in connection with the Listing

As at the date of this Offering Circular, Lamor's Articles of Association contains a redemption and a consent clause. Lamor's Extraordinary General Meeting held on 1 October 2021 has resolved to remove the redemption and the consent clause from the Articles of Association. The removal of the redemption and the consent clause shall be notified to the Trade Register through a decision made by the Board of Directors in connection with the notification concerning the registration of New Shares or immediately before that. After the removal of the redemption and the consent clauses the Shares are freely transferable within the limits of the transfer restrictions described in the section "*Plan of distribution in the Offering – Lock-ups*".

In case New Shares are notified to be registered in more than one tranche, the removal of the redemption and the consent clause will be notified to be registered in connection with the first notification concerning the registration of New Shares or immediately before that.

Lamor's amended Articles of Association, which will be registered, when the New Shares issued in the Offering are notified to be registered or immediately before that, is Annex A to this Offering Cicular.

Takeover rules

After the Listing, Lamor will be subject to mandatory legislation, with regard to takeover rules concerning securities traded on a multilateral trading facility. The following is a summary of the Finnish mandatory takeover rules applied on the multilateral trading facility and should not be considered exhaustive.

Regulations of the Finnish Securities Markets Act concerning a mandatory tender offer are not applicable to securities traded on a multilateral trading platform. The Finnish Securities Markets Act contains certain mandatory rules applicable to a voluntary public takeover offer for shares traded on a multilateral trading platform and securities entitled to them. Such rules concern the consideration of the offer, equivalent treatment of holders of securities on which the offer is made, disclosure obligations and the obligation to ensure that the offeror can fulfil in full any cash consideration, if such is offered, and take all reasonable measures to secure the implementation of any other type of consideration.

Pursuant to the Companies Act, a shareholder holding shares representing more than 90 per cent of all the shares and votes in a company has the right to redeem the remaining shares in the company at fair value (right of squeeze-out). In addition, a shareholder whose shares may be redeemed in the above-mentioned manner is entitled to demand redemption from the majority shareholder entitled to exercise redemption (right of sell-out). Detailed rules apply to the calculation of the proportions of shares and votes discussed above.

Lamor's Articles of Association contain no specific provisions on rights of squeeze-out or sell-out deviating from the Companies Act.

There have been no past tender offers for the Shares or equity securities of Lamor.

FIRST NORTH PREMIER AND SECURITIES MARKETS

The following summary is a general description of the First North Premier and the Finnish securities market and it is based on the laws in force in Finland as at the date of this Offering Circular. The following summary is not exhaustive. For shareholder rights and takeover rules, see "Shares and share capital – Shareholder rights" and "Shares and share capital – Takeover rules".

General of the First North Premier marketplace

Nasdaq First North Growth Market Finland is a registered growth market for small and medium-sized enterprises, of which segment the First North Premier is. The same rules, applied to the issuers on the regulated main market, are not applied to the issuers of Nasdaq First North Growth Market. Instead, they adhere to rules with lower standards, which are applied to small growth companies. All the issuers, whose securities are admitted to trading on First North Premier marketplace, have a Certified Adviser, who ensures that the rules are adhered to. Nasdaq Helsinki approves the application for admission to trading.

The First North Premier as a segment differs from the Nasdaq First North Growth Market marketplace so that issuers on First North Premier marketplace must adhere to rules with partially higher standards, which result from the First North Rules. Issuers must, inter alia, adhere to the Corporate Governance Code maintained by the Finnish Securities Market Association and IFRS rules with their accounting and financial reporting. In addition, issuers on First North Premier adhere to the disclosure rules of Nasdaq Helsinki Rules with certain exceptions.

Nasdaq Helsinki maintains the First North Premier marketplace. Nasdaq Helsinki is part of Nasdaq, Inc. group. In addition, Nasdaq, Inc. group maintains the Nasdaq First North Growth Market marketplaces of Sweden, Denmark and Iceland. Nasdaq Nordic includes four local stock exchanges, which are located in Helsinki, Stockholm, Copenhagen and Reykjavík. The First North Rules are the same for all Nasdaq First North Growth Market marketplaces. However, the rules include also marketplace specific rules (the supplements A–D of the First North Rules). The companies listed on these four Nasdaq First North Growth Market marketplaces are presented on a shared list - the Nordic List -, of which requirements for listing are mainly harmonized apart for the exceptions specified in the supplements A–D of the First North Rules. The companies are presented based on industry and divided in sectors.

Trading and settlement on First North Premier

Pursuant to the First North Rules, the trading rules of Nasdaq Helsinki apply to trading on First North Premier.

The currency for trading in, and clearing of, securities on Nasdaq Helsinki is euro, with the tick size for trading quotations depending on the share price. All price information is produced and published in euro.

Nasdaq Helsinki uses the automated INET Nordic trading platform. INET Nordic is an order-based system in which orders are executed when price and volume information as well as other conditions match. Nasdaq Helsinki has three principal trading sessions: pre-open session, continuous trading and post-trading session. For shares, pre-open session begins at 9.00 a.m. and ends at 9.45 a.m. during which orders may be placed, changed or cancelled. The opening call begins at 9.45 a.m. and ends at 10.00 a.m. Continuous trading begins immediately after the opening call ends at 10.00 a.m. and trading continues at prices based on market demand until 6.25 p.m. when the closing call is initiated. Orders entered during the pre-open session and existing orders with several days' validity are automatically transferred into the opening call. Post-trading, during which contract transactions for shares can be registered as after-hours trading in confirmed prices within the price limits based on the trading day, takes place between 6.30 p.m. and 7.00 p.m.

Trades are primarily cleared by netting them in the system of a central counterparty (e.g. European Central Counterparty N.V.) and settling them in Euroclear Finland's data-processing system (Infinity system) on the second banking day after the trade date (T+2) unless otherwise agreed by the parties.

Regulation of the Finnish securities market

The securities market in Finland is supervised by the FIN-FSA. One of the principal statutes governing the Finnish securities market is the Finnish Securities Markets Act, which contains regulations with respect to company and shareholder disclosure obligations and public tender offers, among other things. The Finnish Ministry of Finance and the FIN-FSA have issued more detailed regulations pursuant to the Finnish Securities Markets Act. Furthermore, MAR, which is directly applicable within the EU, contains provisions on the disclosure obligation regarding inside information as well as prohibitions on insider dealing, unlawful disclosure of inside information and market manipulation. MAR also contains rules on, among other things, procedures relating to disclosure of inside information, maintenance of insider lists and disclosure of managers' transactions. The Prospectus Regulation contains regulations regarding prospectuses, including an obligation, subject to certain exceptions, to publish a prospectus where securities are admitted to trading on a regulated market or offered to the public. The FIN-FSA monitors compliance with these regulations.

The Finnish Securities Markets Act and MAR determine the minimum requirements for disclosure obligations for Finnish companies seeking to be admitted to trading on a multilateral trading facility. First North Rules and Nasdaq Helsinki Rules also include disclosure obligations to companies whose security is traded in the First North Premier marketplace. The issuer of a security traded on a regulated market or multilateral trading facility is obliged to regularly disclose financial information about the Company. According to the MAR, the issuer must inform the public, with some exceptions, of inside information directly concerning the issuer as soon as possible.

Requirements under the Finnish Securities Markets Act or other regulations applicable solely in a regulated market, such as, for example, the requirement to notify and disclose major holdings and proportions of voting rights, do not apply to those financial instruments traded in the First North Premier marketplace.

The Finnish Penal Code (39/1889, as amended) criminalizes the breach of disclosure requirements, the misuse of inside information and market manipulation. Pursuant to MAR, Finnish Securities Markets Act and the Finnish Act on the Financial Supervisory Authority (878/2008, as amended), the FIN-FSA has the right to impose administrative sanctions to the extent the offence does not fall within the scope of the Finnish Penal Code. The FIN-FSA can, for example, issue a public warning or impose administrative fines or penalty payments for the breach of the provisions relating to disclosure requirements, public tender offer, insider lists, managers' transactions or market abuse. The disciplinary board of Nasdaq Helsinki may give a warning or note or impose a disciplinary fine or order the company to be removed from First North Premier.

Finnish book-entry system

General

The book-entry system refers to a system in which physical share certificates have been changed to book-entries registered in book-entry accounts. The Finnish book-entry system is centralized at Euroclear Finland, which offers national clearing, settlement and registration services for securities. Euroclear Finland maintains a central book-entry register for both equity and debt securities. The business address of Euroclear Finland is Urho Kekkosen katu 5C, FI-00100 Helsinki, Finland. Being in book-entry form is mandatory for all securities subject to trading on a trading venue.

Euroclear Finland maintains a company-specific register of those shareholders who are registered in the book-entry system. The account operators, which consist of credit institutions, investment firms and other institutions licensed to act as account operators by Euroclear Finland, are entitled to make entries in the book-entry register and administer the book-entry accounts.

Registration

In order to hold entries in the book-entry system, a security holder must open a book-entry account with an account operator or agree with a custodian upon the holding of book-entries in a custodial nominee account. A foreigner, foreign entity or trust may hold book-entries. Such persons may also deposit book-entries in a custodial nominee account, where the shares are registered in the name of a custodial nominee account holder in the company's register of shareholders. A custodial nominee account must contain information on the custodial nominee account holder instead of the beneficial owner and indicate that the account is a custodial nominee account. Book-entry securities held on behalf of one or more beneficial owners may be registered in a custodial nominee account. In addition, the shares owned by a foreigner, foreign entity or trust may be deposited in a nominee-registered account, in which case the book-entry account is opened in the name of the account owner, but the custodian of the nominee registration is registered in the company's shareholders' register.

For shareholders who have not transferred their shares into book-entries, a joint book-entry account is opened with the issuer as registered holder. All transfers of securities entered in the book-entry system are executed as computerized book-entry transfers to the extent they are executed in the book-entry system. The account operator delivers a statement to the account holder regularly, at least four times a year, presenting entries made to the account since the last statement. The book-entry account holders also receive an annual statement of their holdings at the end of each calendar year.

Each book-entry account is required to contain specific information with respect to the account holder and other holders of rights to the book-entries entered into the account as well as information on the account operator administering the book-entry account. The required information also includes the type and number of book-entries registered as well as the rights and restrictions pertaining to the account and to the book-entries registered in the account. Euroclear Finland and the account operators are required to observe strict confidentiality. Certain information (e.g. the name and number of shares of each shareholder) contained in the register of shareholders maintained by Euroclear Finland must be made available to the public by Euroclear Finland and the relevant company, except in the case of custodial nominee registration. The FIN-

FSA and the relevant company are entitled to certain information on the holdings of shares registered in a custodial nominee account upon request.

Each account operator is under strict liability with regard to errors and omissions in the book-entry registers maintained by it and for breaches of confidentiality. If an account holder has suffered a loss as a result of a faulty registration or some other error or defect and if the account operator has not compensated for this loss due to insolvency that is not temporary, the account holder is entitled to receive compensation from the statutory registration fund. The capital of the registration fund must not be less than EUR 20 million. The compensation to be paid to one injured party shall be equal to the amount of loss suffered by such injured party from a single account operator, subject to a maximum amount of EUR 25,000. The liability of the registration fund to pay damages in relation each incident is limited to EUR 10 million.

Custody of the shares and nominees

A non-Finnish shareholder may appoint an account operator (or certain other Finnish or non-Finnish organizations approved by Euroclear Finland) to act on its behalf. Shares held in a custodial nominee account do not entitle the account holder to exercise other rights of the owner vis-à-vis the issuer than the right to withdraw funds, to convert or exchange the book entry and to participate in an issue of shares or other book entries. In order to attend and vote at general meetings of shareholders, a beneficial owner may seek temporary registration to the shareholders' register if the shares entitle the owner to be registered in the shareholders' register on the record date of the general meeting of shareholders. Notifications regarding temporary registration must be given no later than at the date and time specified in the notice of the General Meeting of Shareholders.

Upon request by the FIN-FSA or the relevant company, a custodial nominee account holder must disclose the name of the beneficial owner of any shares registered in such custodial nominee's name, provided the beneficial owner is known, as well as the number of shares owned by such beneficial owner. If the name of the beneficial owner is not known, the custodial nominee account holder is required to disclose corresponding information on the representative acting on behalf of the beneficial owner and to submit a written declaration of the representative to the effect that the beneficial owner of the shares is not a Finnish natural person or legal entity. In the Finnish book entry system, e.g. Euroclear Bank S.A./N.V. and Clearstream act as account operators, and non-Finnish shareholders may hold their shares through their accounts with Euroclear Bank S.A./N.V. or Clearstream. A shareholder wishing to hold his/her shares in the book-entry securities system in his/her own name but who does not maintain a book-entry account in Finland is required to open a book-entry account at an account operator and a convertible euro account at a bank.

Compensation fund for investors and deposit insurance fund

The Finnish Act on Investment Services (747/2012, as amended "**Finnish Act on Investment Services**") sets forth a compensation fund for investors. Under this act, investors are divided into professional and non-professional clients. The fund does not compensate any losses by professional clients. The definition of professional client includes certain business enterprises and public entities, which are deemed to understand the securities markets and their associated risks. An investor may also provide notice in writing that, on the basis of his/her professional skills and experience in the securities markets, he/she is a professional client; however, natural persons are presumed to be non-professional clients.

Investment firms and credit institutions offering investment services must belong to the compensation fund. The compensation fund safeguards payment of clear and indisputable claims when an investment company or a credit institution has been declared bankrupt, is undergoing a restructuring process, or is otherwise, for a reason other than temporary insolvency, not capable of paying claims within a determined period of time. For valid claims, the compensation fund will pay 90 per cent of the investor's claim against each investment company or credit institution, up to EUR 20,000. The compensation fund does not provide compensation for losses due to decreases in stock value or bad investment decisions. Accordingly, investors continue to be liable for the consequences of their own investment decisions. According to the Finnish Act on the Financial Stability Authority (1195/2014, as amended), depositary banks must belong to a deposit guarantee fund, which is intended to safeguard payments of receivables in the depositary bank's account or receivables in the forwarding of payments that have not yet been entered into an account if the depositary bank becomes insolvent and the insolvency is not temporary. The customers of a depositary bank can be compensated by the deposit guarantee fund up to EUR 100,000. An investor's funds can be safeguarded either by the deposit guarantee fund or the compensation fund; however, an investor's funds cannot be safeguarded by both funds.

TAXATION

The tax legislation of the investor's tax domicile and Finland, being Lamor's jurisdiction of incorporation, may have affect the income received from the Shares.

The following summary is a general description of the most significant Finnish tax consequences with respect to the acquisition, ownership and disposal of the Shares. The summary is based on the tax laws of Finland, including relevant case law as well as decisions and guidance issued by the Finnish Tax Administration as in effect at the date of this Offering Circular. The summary is subject to changes in the tax laws of Finland, including changes that could have a retroactive effect. The summary is not exhaustive and does not take into account or discuss the tax laws of any other country than Finland.

The summary does not address tax consequences applicable to shareholders that may be subject to special tax rules relating to, among others, different restructurings of corporations, controlled foreign corporations, income tax-exempt entities, or general or limited partnerships. Furthermore, the summary does not address tax consequences relating to investments belonging to business activities undertaken by natural persons, nor inheritance or gift taxation.

Prospective investors are advised to consult professional tax advisors to obtain information on the tax consequences of the acquisition, ownership and disposal of the Shares taking into consideration their specific circumstances.

General

Residents and non-residents of Finland are treated differently for Finnish tax purposes. Persons resident in Finland are subject to taxation in Finland on their worldwide income. Non-residents are only taxed on income from Finnish sources and on income attributable to a possible permanent establishment in Finland. However, tax treaties may limit the applicability of Finnish tax legislation and Finland's right to tax Finnish source income received by a non-resident.

Generally, a natural person is deemed to be a resident in Finland, if the person remains in Finland for a continuous period of more than six months, or if the permanent home and abode of such person is in Finland. However, a Finnish national who has moved abroad is considered to be resident in Finland until three years have passed from the end of the year of departure, unless it is proven that no substantial ties to Finland existed during the relevant prior tax year.

Earned income, including salary, is taxed at progressive rates. Capital income of a resident natural person not exceeding EUR 30,000 per calendar year is taxed at a flat rate of 30 per cent, and to the extent the amount of capital income exceeds EUR 30,000 in a calendar year, the exceeding amount is taxed at a rate of 34 per cent.

Corporate entities established under the laws of Finland are regarded as residents in Finland. Further, as of 1 January 2021, tax residency can be based on the place of effective management. Thus, foreign corporate entities having their key decisions concerning their daily business activities made in Finland can be treated as residents for Finnish domestic tax law purposes. However, the application of the rule to UCITS funds meant in chapter 1 section 2 paragraph 17 of the Mutual Funds Act (213/2019, as amended) and AIF funds meant in chapter 2 section 1 of the Alternative Investment Fund Managers Act (162/2014, as amended) that have been established or registered under the laws of another EEA-country is deferred until the beginning of 2023. Currently, the corporate income tax rate is 20 per cent, and the same rate is applied to taxation of income attributable to a Finnish permanent establishment of a non-resident.

Personnel Offering

An employer may offer shares for subscription to its employees at a discount of up to 10 per cent without resulting in a taxable benefit for the employees. In accordance with section 66 of the Income Tax Act (1535/1992, as amended), the discount is calculated as the difference between the fair price of the shares and the subscription price. The tax exemption is conditional on the shares being offered to the majority of the personnel. It has been considered in tax practice that the tax exemption may, under the same conditions, also apply to a benefit granted on the basis of an employment relationship to employees of other group companies.

A discount in excess of 10% of the fair price of the shares is treated as taxable earned income of the employees, from which tax is deducted in the same manner as wages. The taxable benefit arises when the employee subscribes Offer Share offered to him in the Personnel Offering.

Taxation of dividends and repayment of capital

General

A company listed on First North Premier marketplace is considered a publicly listed company ("**Listed Company**") for Finnish dividend tax purposes.

Funds distributed from the reserve for invested unrestricted equity (so-called SVOP-reserve) of a Listed Company are treated as dividend income for tax purposes.

Finnish resident natural persons

85 per cent of dividend income received from a Listed Company by a resident natural person on shares belonging to the personal income source is taxable capital income of the recipient, while 15 per cent is tax-exempt.

Distribution of dividends by a Listed Company to resident natural persons is subject to advance tax withholding. Currently, the amount of the advance tax withholding is 25.5 per cent. The advance tax withheld by the distributing company is credited against the final tax payable by the shareholder for the dividend received.

When the shares on a nominee account are held by a Finnish resident natural person, the amount of the advance tax withholding is 50 per cent, if the identification information of the recipient of the dividends is not obtained by the dividend distributing Listed Company or the registered authorized intermediary closest to the recipient of the dividend, or if the intermediary is not able to provide the Finnish Tax Administration with such information, as specified in further detail.

The resident natural person receiving the dividend is liable to verify the amount of dividend and the withholding on his pre-completed tax return and, if needed, to correct the amounts on the tax return.

Finnish corporations

Dividends paid by a Listed Company on the shares that are owned by another Finnish Listed Company are generally tax-exempt. However, if the shares are included in the investment assets of the shareholder, 75 per cent of the dividend is taxable income while the remaining 25 per cent is tax-exempt. Only banks, insurance companies and pension institutions may have investment assets.

Dividends received from a Finnish Listed Company by a Finnish corporation which is not a Listed Company are in general fully taxable income. However, in cases where the non-listed corporation directly owns 10 per cent or more of the share capital of the Listed Company, the dividend received on such shares is tax-exempt, provided that the shares are not included in the investment assets of the shareholder. If the shares are included in the investment assets of the shareholder, 75 per cent of the dividend is taxable income while the remaining 25 per cent is tax-exempt, irrespective of the share of ownership in the Listed Company.

When the shares on a nominee account are held by a Finnish corporation, the amount of the advance tax withholding is 50 per cent if the identification information of the recipient of the dividends is not obtained by the dividend distributing Listed Company or the registered authorized intermediary closest to the recipient of the dividend or if the intermediary is not able to provide the Finnish Tax Administration with such information, as specified in further detail.

Non-residents

Non-residents are subject to Finnish withholding tax on dividends paid by a Listed Company. The tax is withheld by the Listed Company distributing the dividend at the time of dividend payment, and no other taxes on the dividend are payable in Finland.

In general, the dividend withholding tax rate is 20 per cent for non-resident corporate entities and 30 per cent for all other non-residents as dividend recipients.

As an exception to the above, withholding tax is not applicable to dividends paid to non-resident companies meant in Article 2 of the Parent-Subsidiary Directive (2011/96/EU, as amended) (the "**Parent-Subsidiary Directive**") that are located in an EU member state, which have a direct minimum holding of 10 per cent of the capital of the dividend-distributing Finnish Listed Company, and which also fulfil the other conditions to grant the benefits of the Parent-Subsidiary Directive.

The withholding tax rate may also be reduced, or removed in full, on the basis of an applicable tax treaty. A reduced withholding rate in accordance with the applicable tax treaty can be applied, if the person beneficially entitled to the dividend has provided a valid tax at source card or other necessary clarification (name, date of birth, possible other official identification data, and the address in the country of residence) to the Listed Company prior to the payment of the dividend.

Furthermore, no withholding tax is applied if the dividend is paid to a corporation located in the EEA, provided that the recipient is regarded to be equivalent to a Finnish corporation meant in section 33d.4 of the Income Tax Act, or in section 6a of the Finnish Business Income Tax Act (360/1968, as amended), and that the dividend would be tax-exempt pursuant to the above-mentioned sections had it been received by a Finnish corporation. Additionally, it is required that the Directive on Administrative Cooperation in the Field of Taxation (2011/16/EU, as amended) or a treaty concerning administrative co-operation or exchange of information in tax matters is applicable to the home country of the dividend receiving corporation, and that the withholding tax cannot be fully credited in the country of residence of the dividend receiving corporation based on a double tax treaty concluded with Finland.

Dividends distributed on shares belonging to investment assets of the dividend receiving corporation are subject to special rules. In many cases a withholding tax at the rate of 15 per cent applies, if the recipient resides in an EEA country, or if the recipient is comparable to a Finnish pension institution and the requirements relating to exchange of information in tax matters, as well as other more specific requirements are fulfilled. A dividend may nevertheless be exempt from withholding tax, if the requirements of the above-mentioned exemption relating to the Parent-Subsidiary Directive and the minimum holding of 10 per cent are fulfilled. The withholding tax rate may also be reduced or removed on the basis of an applicable tax treaty.

As of 1 January 2021, the tax treatment of dividends payable on shares held in custodial nominee accounts has been amended. Currently, the withholding tax rate set forth in the relevant tax treaty may be applied to dividends payable on shares held in custodial nominee accounts, provided that the dividend distributing Listed Company or a registered authorized intermediary has investigated with due care the recipient's country of residence and ascertained the applicability of the relevant tax treaty, as set out in further details in section 10 b of the Act on Taxation of Non-Residents (627/1978, as amended, **"Withholding Tax Act"**). Further, the dividend distributing Listed Company and a registered authorized intermediary are obligated to provide the Finnish Tax Administration with the required detailed identification information of the recipient of the dividends, as set out in further details in section 10 c of the Withholding Tax Act and section 15 e of the Assessment Procedure Act (1558/1995, as amended). If a tax treaty is not applicable, but the dividend distributing Listed Company or a registered authorized intermediary has obtained the required detailed identification information, the divided is taxable in accordance with the general rules, as explained above under this section *"Non-residents"*. If the required detailed identification information has not been provided, the dividends paid to shares held in a nominee account is subject to a withholding tax at the rate of 35 per cent. The recipient of the dividend may however apply for a withholding tax refund from to the Finnish Tax Administration to the extent that the above conditions for the application of a reduced withholding tax rate are met.

Under certain conditions, non-resident natural persons located in a country within the EEA may request that instead of taxation in accordance with final tax at source the provisions of the Act on Tax Assessment Procedure (1558/1995, as amended) are applied in which case the dividend taxation is carried out through assessment in the same manner as set out in section "– *Finnish resident natural persons*" above.

Capital gains from sale of the shares

Finnish resident natural persons

A capital gain arising from the sale of the shares which do not belong to the business activity of a Finnish resident natural person is taxed as capital income. A capital loss arising from the sale of the shares that do not belong to the business activity of the shareholder is deductible primarily from the resident natural person's capital gains and secondarily from the person's other capital income arising in the same year and during the following five tax years. Capital losses are not taken into account when assessing the capital income deficit for the tax year. If the proceeds of all assets sold by the resident natural person during the tax year do not, in aggregate, exceed EUR 1,000 (exclusive of sale proceeds from assets that may be sold tax-exempt pursuant to Finnish tax laws), the capital gains from the disposal of the shares are nevertheless exempt from tax. A capital loss is correspondingly not deductible, if the acquisition cost of the assets sold does not, in aggregate, exceed EUR 1,000.

The capital gain or loss is calculated by deducting the original acquisition cost and expenses related to acquiring the gain/loss (e.g. the selling expenses) from the sales price. Alternatively, a natural person can elect to apply a so-called presumptive acquisition cost, which is equal to 20 per cent of the sales price, or in the case of shares which have been held for at least ten years, 40 per cent of the sales price. If the presumptive acquisition cost is used instead of the actual acquisition cost, any expenses for acquiring the income are deemed to be included therein and cannot be separately deducted from the sales price.

Finnish corporations

The sales price for the shares included in the business income source of a corporation is as a general rule taxable business income. Correspondingly, the remaining acquisition cost of the shares for tax purposes, as well as the deductible costs relating to the disposal, are deductible business expenses upon the disposal of the shares. Confirmed tax losses in the business income source are in general deductible from taxable business income in the same tax year and the subsequent ten tax years in accordance with general rules concerning carrying forward tax losses. However, if the shares are included in other assets category within the business income source, which includes such assets that cannot be deemed as financial assets, current assets, investment assets or fixed assets, the losses are only deductible from capital gains arising from the other assets category in the same tax year and during the subsequent five tax years. Capital gains from disposal of the shares belonging to fixed assets in business income source can under certain strict conditions be tax-exempt, provided that the corporation disposing the shares has continuously, for at least one year, owned at least 10 per cent of the share capital in the company, and provided that also the other requirements for the exemption are met. Capital losses from disposals of the shares qualifying for tax exempt disposals are correspondingly non-deductible.

Should a deductible capital loss arise from the disposal of the shares included in fixed assets but not qualifying under the tax exemption, such capital loss may only be deducted from taxable capital gains arising from the sale of shares included in fixed assets in the same tax year and the subsequent five years.

If the shares are included in the personal income source of a corporation, a capital gain arising from the sale of the shares is taxable income. Capital gain or loss is calculated by deducting the acquisition cost remaining for tax purposes, and the expenses related to acquiring the capital gain, from the sales price. A capital loss arising from the sale of shares belonging to the personal income source is deductible from capital gains arising in the same source of income in the same tax year and during the subsequent five tax years.

Non-residents

Non-residents are in general not subject to Finnish tax on capital gains realized on the sale of the shares, provided that less than 50 per cent of the total assets of the company consist of real properties in Finland. Any capital gains arising from the sale of the shares belonging to a non-resident corporation's permanent establishment in Finland are taxed in the same manner as described in section "– *Finnish corporations*" above.

Finnish transfer tax

No transfer tax is payable in connection with the subscription of New Shares to be issued in the Offering. Further, no transfer tax is payable on transfers of shares which are subject to regular trading in a multilateral trading facility which is open for the public as meant in the Act on Trading in Financial Instruments (1070/2017, as amended) such as First North Premier, provided that securities issued by the company have been admitted to trading on the application of the company or with its consent and the shares in question have been added to the book-entry system meant in the Act on the Book-entry System and Clearing (348/2017, as amended). The transfer tax exemption also requires that an investment firm, a foreign investment firm or other entity offering investment services, as defined in the Finnish Act on Investment Services, is a broker or a party to the transaction, or that the transferee has been approved as a trading party in the market in which the transfer is executed. Further, if the broker or the counterparty to the transaction is not a Finnish investment firm, Finnish credit institution, or a Finnish branch or office of a foreign investment firm or credit institution, the transfer tax exemption requires that the transferee submits a notification of the transfer to the Finnish Tax Administration within two months of the transfer, or that the broker submits an annual declaration regarding the transfer to the Finnish Tax Administration as set forth in the Act on Tax Assessment Procedure.

Certain separately defined transfers, such as those relating to equity investments or distribution of funds, are not covered by the transfer tax exemption. In addition, the exemption does not apply to transfers carried out in order to fulfil the obligation to redeem minority shares under the Companies Act, or if the consideration for the shares consists wholly or partially of work performance.

If neither the purchaser nor the seller is a tax resident in Finland or a Finnish branch office of any of a foreign credit institution, a foreign investment firm, a foreign fund management company, or of a foreign EEA alternative investment fund manager, the transfer of the shares is exempt from Finnish transfer tax.

If the acquisition or transfer of the shares does not fulfil the above criteria for a tax-exempt transfer, the applicable transfer tax is payable by the purchaser. In general, the transfer tax rate is 1.6 per cent of the sales price or value of other consideration for the transferring of the shares. However, no transfer tax is collected if the amount of the tax is less than EUR 10.

In case the purchaser is neither a tax resident in Finland nor a Finnish branch or office of a foreign credit institution, a foreign investment firm, a foreign fund management company, or of an EEA alternative investment fund manager, the seller must collect the transfer tax from the purchaser. If a Finnish investment firm, a Finnish credit institution or a Finnish branch or office of a foreign credit institution or investment firm acts as a broker, it is liable to collect the transfer tax from the purchaser and to pay the tax to the state.

LEGAL MATTERS

Krogerus Attorneys Ltd is the legal adviser to Lamor on certain legal matters concerning the Offering. Borenius Attorneys Ltd is the legal adviser to the Sole Global Coordinator on certain legal matters concerning the Offering.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been incorporated by reference to this Offering Circular. They have been published on Lamor's website at investors.lamor.com/ipo and can be accessed by clicking the below hyperlinks. The parts of the following documents that have not been incorporated by reference to this Offering Circular are either not relevant for the investors in the Offering or are covered elsewhere in this Offering Circular.

Document	Information incorporated by reference
Interim report 1 January to 30 September 2021..	Financial information for the nine-month period ended 30 September 2021 containing the comparative financial information for the nine-month period ended 30 September 2020
Auditor's review report for the period 1 January to 30 September 2021..................	Report on review of interim financial Information of Lamor Corporation Plc for the period 1 January to 30 September 2021
Financial statements and report of the Board of Directors 2020, p. 3–56, 66..........	Consolidated financial statements and report of the Board of Directors for the financial year ended 31 December 2020 containing the unaudited comparative financial information for the financial year ended 31 December 2019
Auditor's report 2020..................................	Auditor's report for the financial year ended 31 December 2020
Financial statements and report of the Board of Directors 2019, p. 3–19................	Consolidated financial statements and report of the Board of Directors for the financial year ended 31 December 2019 (prepared in accordance with FAS)
Auditor's report 2019..................................	Auditor's report for the financial year ended 31 December 2019
Financial statements and report of the Board of Directors 2018, p. 3–18................	Consolidated financial statements and report of the Board of Directors for the financial year ended 31 December 2018 (prepared in accordance with FAS)
Auditor's report 2018..................................	Auditor's report for the financial year ended 31 December 2018

DOCUMENTS ON DISPLAY

In addition to the documents incorporated to this Offering Circular by reference, copies of the following documents are on display during the period of validity of this Offering Circular on the Company's website at: investors.lamor.com/ipo.

1. Lamor's Articles of Association of Company, which is valid as of the date of the Listing;
2. this Offering Circular; and
3. the documents incorporated by reference to this Offering Circular.

ANNEX A: ARTICLES OF ASSOCIATION OF LAMOR

The Articles of Association described in this Annex shall be valid as of Lamor's Listing.

1. THE BUSINESS NAME AND DOMICILE OF THE COMPANY

The business name of the company is Lamor Corporation Oyj. The company's parallel business name is in Swedish Lamor Corporation Abp and in English Lamor Corporation Plc. The company's domicile is Porvoo.

2. LINE OF BUSINESS

The company's line of business is the development, manufacturing, sales and lease of oil spill response equipment and other equipment relating to oil and activities related thereto as well as consulting, education, development of environmental protection programmes and financing models relating to the industry and other environmental protection activities. The Company may trade in securities, own and lease real estate as well as mediate raw materials. The Company may conduct its business directly and through branches, subsidiaries and associated companies. The Company may establish branches, subsidiaries and associated companies also abroad.

3. NOMINAL VALUE OF SHARES

The company's shares do not have a nominal value.

4. FINANCIAL PERIOD

The company's financial period is the calendar year.

5. BOARD OF DIRECTORS

The company's administration and appropriate organisation of its operations is seen by the Board of Directors, which shall comprise a minimum of three and a maximum of eight regular members.

The term of office of a member of the Board of Directors begins from the General Meeting deciding on their election and ends at the close of the next Annual General Meeting following their election. The Board of Directors shall elect a chairman from among its members.

6. CHIEF EXECUTIVE OFFICER

The company may have a Chief Executive Officer appointed by the Board of Directors, who shall see to the day-to-day executive management of the company in accordance with the instructions and orders given by the Board of Directors.

7. RIGHT TO REPRESENT THE COMPANY

The Board of Directors represents the company in accordance with the Finnish Limited Liability Companies Act in force and is entitled to decide on granting procuration and representation rights.

8. AUDITORS

The company shall have one auditor who shall be an auditing firm approved by the Finnish Patent and Registration Office.

The auditor's term of office begins from the General Meeting deciding on the auditor's election and ends at the close of the next Annual General Meeting following the election.

9. NOTICES OF GENERAL MEETINGS OF SHAREHOLDERS

The notice of General Meeting shall be delivered no earlier than three months and no later than one week before the record date for the General Meeting of shareholders referred to in the Finnish Limited Liability Companies Act. The notice shall be delivered by publishing it on the company's website or by providing the notice by email or otherwise in writing to the addresses informed to the company by the shareholder.

If the Board of Directors so decides, to be able to participate in the General Meeting, a shareholder must give advance notice of participation to the company no later than the date given in the notice of the General Meeting. Such date shall not be earlier than ten days before the meeting.

10. ANNUAL GENERAL MEETING

The Annual General Meeting must be held each year on a day specified by the Board of Directors, which shall be within six (6) months of the close of the financial period.

At the meeting, the following must be:

presented:

- the financial statements, which shall include the consolidated financial statements;
- annual report; and
- the auditor's report.

After which, the following shall be decided;

- the adoption of the financial statements and the consolidated financial statements;
- measures called for by the profit shown on the balance sheet;
- the discharge from liability of the members of the Board of Directors and the Chief Executive Officer;
- the remuneration and basis of compensation for travel costs of the Board of Directors and the auditor; and
- the number of members of the Board of Directors.

After which, the following shall be elected:

- the members of the Board of Directors; and
- the auditor.

11. SHARES RECORDED IN THE BOOK-ENTRY SYSTEM

The shares of the company are recorded in the book-entry system after the registration period.

The Company

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Finland

Sole Global Coordinator

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Finland

Company's certified adviser

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Auditor of the Company

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Legal adviser to the Company

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