



press release

23 October 2014

Imtech announces final take-up of 52.44% and pricing of the rump offering in connection with its approximately 600 million euro rights offering

- Rump shares priced at 0.01 euro per rump share
- Concludes Imtech's approximately 600 million euro rights issue

Rump offering

Royal Imtech N.V. ("Royal Imtech") announces, in connection with its 131 for 1 rights offering ("Rights Offering") of 60,082,154,924 new ordinary shares with a nominal value of 0.01 euro each in the share capital of Royal Imtech (the "Offer Shares") at an issue price of 0.01 euro per Offer Share (the "Issue Price"), the pricing and placement of 681,920,724 Offer Shares which have not been validly subscribed for during the exercise period ("Rump Shares").

Reference is made to the press release issued on 22 October 2014, in which the initial take-up of approximately 51.31% of the Rights Offering and the start of the Rump Offering were announced.

Yesterday and today, the Rump Shares were sold by ING, Rabobank, COMMERZBANK and ABN AMRO (the "Underwriters") by way of private placements in the Netherlands and certain other jurisdictions at 0.01 euro per Rump Share (the "Rump Offering", and together with the Rights Offering, the "Offering"). Since the proceeds for the Rump Shares offered and sold in the Rump Offering does not exceed the aggregate issue price of the Rump Shares, each holder of a Right that was not exercised at the end of the exercise period will not receive any payments.

Allotment of the Rump Shares is expected to take place today. Issuance of, payment for and delivery of the Offer Shares (which, for the avoidance of doubt, includes the Rump Shares) is expected to occur on 27 October 2014. Royal Imtech expects that the Offer Shares will be listed and trading in the Offer Shares will commence on Euronext Amsterdam on 27 October 2014, barring unforeseen circumstances.

Following the Rump Offering, the Underwriters will subscribe for 28,574,480,886 Offer Shares at the Issue Price, pro rata to their respective underwriting commitments and pursuant the Underwriting Agreement, representing 47.19% of Imtech's outstanding and issued share capital post completion of the rights offering. The Underwriters will hold these shares separately and for their own account and are committed to maintaining an orderly market for all shareholders. They have therefore informed Imtech, after closing of the Rump Offering, that they will adhere to a lock-up agreement amongst themselves for a period of 6 months following the close of the transaction with the exception of any off-market block sales of 10% or more of the outstanding and issued share capital post completion of the rights offering.

Given this final take-up of 52.44%, we will use 117 million euro to fund debt purchases at an average weighted price of approximately 79%, as announced on 7 October 2014.

Share consolidation and tick size

Reference is made to the press release issued on 25 September 2014, in which it was announced that the share consolidation will take place after the rights issue. The share consolidation was approved by the extraordinary general meeting of 7 October 2014. Royal Imtech expects to announce the consolidation ratio on 27 October 2014 and expects that as of 28 October 2014 the ordinary shares will trade on a consolidated basis. As also announced in the press release of 25 September 2014, the tick size will be adjusted from 0.0001 euro back to its original size of 0.001 euro as from 1 November 2014.



More information

For more information on the Offering and Royal Imtech, reference is made to the Prospectus dated 8 October 2014. Copies of the Prospectus can be accessed via the website of Royal Imtech at www.imtech.com.

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Imtech profile

Royal Imtech N.V. is a European technical services provider in the fields of electrical solutions, automation and mechanical solutions. With approximately 23,000 employees, Imtech holds attractive positions in the buildings and industry markets in the Netherlands, Belgium, Luxembourg, Germany, Austria, Eastern Europe, Sweden, Norway, Finland, the UK, Ireland and Spain, the European market of Traffic as well as in the global marine market. Imtech offers integrated and multidisciplinary total solutions that lead to better business processes and more efficiency for customers and the customers they, in their turn, serve. Imtech also offers solutions that contribute towards a sustainable society - for example, in the areas of energy, the environment, water and traffic. Imtech shares are listed on the Euronext Amsterdam.

Disclaimer

Please read this carefully as it applies to all persons who read this press release. This press release contains information and documents relating to an offer, through a rights issue, of new shares of Royal Imtech N.V. You may not be eligible to view the contents of that information and those documents. Accordingly, if you wish to read this information you must first inform yourself about and then observe the statutory and regulatory requirements applicable to you and to your jurisdiction. In order to establish whether or not you may view the information and documents please read the disclaimer below in full.

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The Securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") and will not be registered with any authority competent with respect to securities in any state or other jurisdiction of the United States. The Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. The Company has registered no part of the offering of the Securities in the United States or any other jurisdiction, nor has it the intention to do so. The Company has no intention to make a public offering of Securities in the United States or in any other jurisdiction other than the Netherlands.

The Company has not authorised any offer to the public of Securities in any Member State of the European Economic Area other than the Netherlands. With respect to any Member State of the European Economic Area, other than the Netherlands, and which has implemented the Prospectus Directive (each a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of Securities requiring publication of a prospectus in any Relevant Member State. As a result, the Securities may only be offered in Relevant Member States (i) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (ii) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purpose of this paragraph, the expression "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State.

No action has been taken by the Company that would permit an offer of Securities or the possession or distribution of these materials or any other offering of publicity material relating to such Securities in any jurisdiction where action for that purpose is required.

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This press release does not constitute a prospectus within the meaning of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht) and does not constitute an offer to acquire securities.

Any offer to acquire Securities pursuant to the proposed offering will be made, and any investor should make his investment, solely on the basis of information that is contained in the prospectus that has been made generally available in the Netherlands in connection with such offering. Copies of the prospectus may be obtained at no cost from the Company or through the website of the Company.

ING, Rabobank, Commerzbank and ABN AMRO act exclusively for the Company and no-one else in connection with any offering of Securities and will not be responsible to anyone other than the Company for providing the protections afforded to the customers of ING, Rabobank, Commerzbank and ABN AMRO or for providing advice in relation to any offering or any transaction or arrangement referred to herein.