



**For Immediate Release**

**TRADING SIF SHARES ON EURONEXT AMSTERDAM EXPECTED TO COMMENCE TOMORROW AT 9.00 CET**  
Sif placement priced at EUR 14.00 per share

**Roermond, the Netherlands – 11 May 2016. Sif Holding N.V. (“Sif”), a leading manufacturer of large steel tubulars which are used as foundation components for the offshore wind and offshore oil & gas markets, today announces that its ordinary shares (the “Placing Shares”) offered in the placement (the “Placement”) have been priced at EUR 14.00 per Placing Share (the “Offer Price”). The offer is limited to private placements to certain institutional investors in the Netherlands and various other jurisdictions. Listing and first trading of Sif’s issued ordinary shares (“Shares”) (on an "if-and-when-issued" basis) on Euronext Amsterdam is expected to commence tomorrow, Thursday 12 May 2016.**

**Placement Highlights**

- Price per Placing Share set at EUR 14.00, implying a total value of all Shares in Sif of approximately EUR 357 million;
- In connection with the Placement, 8 million existing Shares will be allocated to investors that have subscribed to the Placement, representing a total size of the Placement of EUR 112 million, or 31% of Sif’s ordinary shares, excluding the over-allotment option;
- In addition, the Placement includes an over-allotment option of up to an additional 10% of the total number of Shares offered in the Placement;
- If the over-allotment option is exercised in full, the Shares transferred to investors will represent 35% of the total issued share capital of Sif following the closing of the Placement;
- Listing and first trading of the Shares (on an “if-and-when-issued” basis) on Euronext Amsterdam under the ticker symbol “SIFG” will commence tomorrow, Thursday 12 May 2016 (the “First Trading Date”);
- Closing and settlement of the Placement (the “Settlement Date”) and the start of unconditional trading in the Shares is expected to take place on Monday 16 May 2016;
- This press release also serves as the pricing statement relating to the Placement and has been filed with the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten, the “AFM”), as defined in Article 5:18, paragraph 2 of the Dutch Financial Supervision Act.
- This press release is also available via the website of Sif ([www.sif-group.com](http://www.sif-group.com)).

**Jan Bruggenthijs, CEO of Sif:** “We are pleased to complete the listing process, having received positive feedback and interest from the institutional investment community. It has been an intensive process and the successful listing confirms our attractive business model, offering high visibility, flexibility and capital efficiency. We look forward to executing our growth strategy as a leading manufacturer of large steel tubular foundation components for the offshore wind and offshore oil & gas industries. We welcome our new shareholders and thank them for their trust in Sif and its management.”

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### **Further details on the Placement**

The total number of Shares allotted pursuant to the Placement is 8 million Shares (excluding the over-allotment option). Following the listing on 12 May 2016, GKSE Holding B.V. (the “Selling Shareholder”) will hold, in the aggregate, 69% of the total outstanding Shares prior to the exercise of the over-allotment option and 65% if the over-allotment option is exercised in full. The Selling Shareholder has agreed to a lock-up period of 180 days from the Settlement Date, subject to certain exceptions.

The total number of issued and outstanding Shares of Sif is 25,501,356 ordinary shares. The post-listing free float is 31%, prior to the exercise of the over-allotment option.

### **Over-allotment option**

The Joint Global Coordinators on behalf of the Underwriters have been granted an over-allotment option of up to 10% of the Placement Shares (representing up to 800,000 Shares) by the Selling Shareholder. The over-allotment option can be exercised within 30 calendar days of the First Trading Date to cover short positions, if any, in connection with the Offering. If the over-allotment option is exercised in full, the free float will increase to 35%.

### **Stabilisation**

In connection with the Placement, HSBC (or persons acting on its behalf) will act as the Stabilisation Agent on behalf of the Underwriters and may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market, for a period ending 30 days following the First Trading Date.

Such transactions may be effected on any securities market, stock exchange (including Euronext Amsterdam), over-the-counter or otherwise. However, there is no obligation by the Stabilisation Agent or any of its agents to effect stabilising transactions and no assurance is given that stabilising transactions will be undertaken. Such transactions, if commenced, may be discontinued at any time without prior notice. Save as required by any legal or regulatory obligation, neither the Stabilisation Agent nor any of its agents intends to disclose the extent of any over-allotment and/or stabilisation transactions made or carried out in connection with the Placement. The Stabilisation Agent may, for stabilisation purposes, over-allot Shares up to a maximum of 10% of the total number of Shares sold in the Placement.

### **Listing and trading**

The Shares will be admitted to listing and trading on Euronext Amsterdam under the symbol “SIFG”. Conditional trading in the Shares (on an “if-and-when-issued” basis) will commence Thursday, 12 May 2016 at 09.00 hours (CET). Settlement and the start of unconditional trading in the Shares is expected to take place on Monday 16 May 2016.

This press release also serves as the pricing statement in relation to the Placement and has been filed with the AFM. This press release is also available via the website of Sif ([www.sif-group.com](http://www.sif-group.com)) and, for Dutch citizens only, on the website of Euronext Amsterdam ([www.euronext.com](http://www.euronext.com)).

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### **Prospectus**

The Placement is being made only by means of the prospectus dated 9 May 2016, approved by the AFM (the "Prospectus"). Hardcopies of the Prospectus, including a Dutch language summary, may, subject to applicable securities law restrictions, be obtained free of charge by contacting: ABN AMRO by email (corporate.broking@nl.abnamro.com), by phone (+31 20 344 2000) or in writing (ABN AMRO Bank N.V., attn Corporate Broking, HQ 7050, Gustav Mahlerlaan 10, 1082 PP Amsterdam, the Netherlands.) The prospectus is also available electronically via the website of Sif ([www.sif-group.com](http://www.sif-group.com)), subject to securities law restrictions in certain jurisdictions.

### **Underwriters**

ABN AMRO and HSBC are acting as Joint Global Coordinators on the Placement. ING and Rabobank are acting as Joint Lead Managers. ABN AMRO is acting as Listing & Paying Agent in the transaction. HSBC is acting as Stabilisation Agent on behalf of the Underwriters.

### **European Union Transparency Directive**

The Netherlands is Sif's home member state for the purposes of the European Union Transparency Directive (Directive 2004/109/EC, as amended).

**ENDS**

### **About Sif Holding N.V.**

Sif is a leading manufacturer of large steel tubulars which are used as foundation components for the offshore wind and offshore oil & gas markets. The Company manufactures customised tubular components for offshore foundations, predominantly in the greater North Sea region. Sif combines a highly automated and flexible production facility with technology leadership in rolling and welding of heavy steel plates which is based on over 65 years of experience and innovative in-house developed techniques and processes. Sif primarily produces monopiles, transition pieces and piles that are used to anchor jacket foundations in the seabed for offshore wind turbines, as well as legs, pile sleeves and piles of the larger jackets for oil & gas as well as tubular structures for various uses such as jetties.

Following completion of the new facility in the Port of Rotterdam, Sif expects to be able to deliver, store and load XL monopiles up to 11m in diameter, 120m in length and up to 2,000 tons in weight, which can carry wind turbines of over 8MW. Sif's devotion to high-quality, technological innovation, cost effectiveness and on-time delivery makes it a long standing and trusted partner of choice to customers. The company is headquartered in Roermond, the Netherlands, with a production site of over 100,000m<sup>2</sup> and 13 production halls, strategically located along a key waterway in the Netherlands. For more information, please visit [www.sif-group.com](http://www.sif-group.com).

### **Contact details**

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**For press images and video footage:** [www.sif-group.com](http://www.sif-group.com)

**Important legal information**

This announcement is not a prospectus and does not contain or constitute an offer for sale or the solicitation of an offer to purchase securities in United States, Australia, Canada, Japan, or any other jurisdiction.

This communication is not an offer to sell or a solicitation of any offer to buy the securities of Sif Holding N.V. (the "Company", and such securities, the "Securities") in the United States or in any other jurisdiction.

This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase. It is an advertisement and not a prospectus for the purposes of the Prospectus Directive. Any purchase of securities of the Company pursuant to the proposed offering should only be made on the basis of information that will be contained in the formal prospectus in connection with the proposed offering (the "Prospectus"), as approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten), and any supplement or amendment thereto. The Prospectus contains detailed information about the Company and its management, as well as financial statements and other financial data. The Prospectus is available at [www.sif-group.com](http://www.sif-group.com).

Copies of the prospectus may be obtained at no cost through the Company's website. It may be unlawful to distribute these materials in certain jurisdictions.

In any EEA Member State, other than the Netherlands, that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any Member State, the "Prospectus Directive"), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

This document has been prepared on the basis that any offer of shares in any Member State of the European Economic Area ("EEA") other than offers (the "Permitted Public Offers") which are made prior to the issue date or such later date as the Company may permit, and which are contemplated in the Prospectus in the Netherlands in the Netherlands and published in accordance with the Prospectus Directive, and in respect of which the Company has consented in writing to the use of the Prospectus, will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of the shares. Accordingly any person making or intending to make any offer in that Member State of shares which are the subject of the offering contemplated in this document, other than the Permitted Public Offers, may only do so in circumstances in which no obligation arises for the Company or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Company nor any of the managers have authorised, nor do they authorise, the making of any offer (other than Permitted Public Offers) of shares in circumstances in which an obligation arises for the Company or any manager to publish or supplement a prospectus for such offer. The expression "Prospectus Directive" means Directive 2003/71/EC, and includes any relevant implementing measure in the Member State concerned.

This communication is for distribution only to: (i) persons outside the United Kingdom, or (ii) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), or (iii) persons falling within Article 49(2)(A) to (d) ("high net worth companies, unincorporated associations etc.") of the Order, or (iv) any person to whom an invitation or inducement to engage in investment activity may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This communication is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant

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persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

ABN AMRO Bank N.V. (“ABN AMRO”), HSBC Bank plc (“HSBC”), ING Bank N.V. (“ING”) and Coöperatieve Rabobank U.A. (“Rabobank”) are acting exclusively for the Company and no one else in connection with any offering of the securities and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to any offering or any transaction or arrangement referred to herein.”

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America. This announcement is not an offer of securities for sale into the United States. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

This announcement is not an offer of securities for sale or subscription in the United States or any other jurisdiction. This announcement is an advertisement and not a prospectus. Investors should not purchase any transferable securities referred to in this announcement except on the basis of information contained in the prospectus (the “Prospectus”) published by Sif Holding N.V., a company incorporated under the laws of the Netherlands, in connection with the proposed admission of the Company’s ordinary shares on Euronext Amsterdam (“Offering”). Copies of the Prospectus are available online at [www.sif-group.com](http://www.sif-group.com)

In connection with the Offering, HSBC Bank plc (the “Stabilisation Agent”) (or persons acting on behalf of the Stabilisation Agent) may over-allot securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilisation Agent (or persons acting on behalf of the Stabilisation Agent) will undertake stabilisation action. Any stabilisation action may begin on or after the date of commencement of trading of the securities on the regulated market and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading of the securities.

This announcement contains “forward looking” statements, beliefs or opinions, including statements with respect to the business, financial condition, results of operations, liquidity, prospects, growth, strategy and plans of the Company, and the industry in which the Company operates. These forward looking statements involve known and unknown risks and uncertainties, many of which are beyond the Company’s control and all of which are based on the directors’ current beliefs and expectations about future events. Forward looking statements are sometimes identified by the use of forward looking terminology such as “believes”, “expects”, “may”, “will”, “could”, “should”, “shall”, “risk”, “intends”, “estimates”, “aims”, “plans”, “predicts”, “continues”, “assumes”, “positioned” or “anticipates” or the negative thereof, other variations thereon or comparable terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. Forward looking statements may and often do differ materially from actual results. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the directors or the Company with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, concerning, amongst other things, the results of operations, financial condition, prospects, growth and strategies of the Company and the industry in which it operates.

These forward looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the

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Company. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward looking statements. The forward looking statements contained in this announcement speak only as of the date of this document. The Company, the Selling Shareholder, the Joint Global Coordinators and the Joint Lead Managers expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward looking statements contained in this document to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based unless required to do so by applicable law and regulation.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly to the total figure given.

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