



Press release

HAL

This press release is issued by HAL Holding N.V. pursuant to article 4, paragraph 3 of the Dutch Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) (the ‘**Decree**’) in connection with the public offer (the ‘**Offer**’) by HAL Bidco B.V. (the ‘**Offeror**’), a direct wholly-owned subsidiary of HAL Investments B.V., for all the issued and outstanding ordinary shares in the capital of Koninklijke Boskalis Westminster N.V. (‘**Boskalis**’). This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. An offer is made only by means of the offer memorandum dated June 23, 2022 (the ‘**Offer Memorandum**’). This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful. Capitalized terms used but not otherwise defined in this press release have the same meaning as given thereto in the Offer Memorandum.

ALL REGULATORY AND COMPETITION CLEARANCES OBTAINED FOR OFFER BY HAL ON BOSKALIS

Reference is made to the press release dated June 24, 2022, in relation to the launch of the Offer.

The Offeror announces that Regulatory and Competition Clearances have been obtained from:

- the General Authority for Competition in the Kingdom of Saudi Arabia;
- the Foreign Investment Review Board in Australia; and
- the German Federal Ministry for Economic Affairs and Climate Actions.

This means that all Regulatory and Competition Clearances have now been obtained and the Offer Condition in relation to the Regulatory and Competition Clearances is now satisfied.

As a result of all Regulatory and Competition Clearances having been obtained, the sale by the Foundation to HAL under the block-trade agreement of March 10, 2022, of all Shares acquired or yet to be acquired by the Foundation has now become unconditional. Reference is made to section 5.8 (*Shareholding and transactions by the offeror*) of the Offer Memorandum. These Shares will be transferred by the Foundation to HAL at or shortly after the end of the Acceptance Period. In the aggregate, the Offeror, HAL Investments and the Foundation currently own Shares representing approximately 55.6% of the issued share capital of Boskalis.

Shareholders are reminded that the Acceptance Period will expire on September 2, 2022, at 17:40 hours CET, unless the Offeror extends the Acceptance Period in accordance with section 4.9



(*Extension of the Acceptance Period*) of the Offer Memorandum. The relevant custodian, bank or stockbroker may set an earlier deadline for communication by Shareholders in order to permit the custodian, bank or stockbroker to communicate the acceptances to the Settlement Agent in a timely manner. Accordingly, Shareholders should contact such financial intermediary to obtain information about the deadline by which such Shareholder must send instructions to the financial intermediary to accept the Offer. If the Offeror declares the Offer unconditional, it may, but is not under any obligation to, announce a Post-Acceptance Period.

Settlement Agent:

Van Lanschot Kempen N.V.
Attn OS / T&D/ Agency Services L-11
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1077 WZ Amsterdam
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Information Agent:

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HAL Holding N.V.

July 27, 2022

18:00

This press release contains inside information relating to HAL Trust within the meaning of Article 7(1) of the EU Market Abuse Regulation.

The information in this press release is not intended to be complete. This press release is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this press release should inform themselves of and



observe these restrictions. To the fullest extent permitted by Law, HAL disclaims any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities Laws of that jurisdiction. HAL does not assume any responsibility for any violation of any of these restrictions. Any Boskalis shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

Certain statements in this press release may be considered forward-looking statements. These forward-looking statements speak only as of the date of this press release. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and HAL cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to HAL or are within its control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. HAL expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, a change in expectations or for any other reason.

Note to shareholders in the United States

The Offer is made for the Shares of Boskalis and is subject to the Laws of the Netherlands. It is important that U.S. shareholders understand that the Offer and any related offer documents are subject to disclosure and takeover Laws in the Netherlands that may be different from those in the United States. The Offer will be made in the United States in compliance with section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the rules and regulations promulgated thereunder, including Regulation 14E, and the "Tier II" exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act, and otherwise in accordance with the requirements of Dutch Law.

HAL, Stichting Hyacinth and HAL's Affiliates or entities acting in concert with HAL may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the Acceptance Period, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permissible under Law. Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Information about such purchases of Shares will be publicly disclosed, including in the United States, by means of a press release that will be made available on HAL's website at www.halholding.com/boskalis-offer.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or other Regulatory Authority of any jurisdiction in the United States has approved or disapproved of the Offer, passed upon the fairness or merits of the Offer or passed upon the accuracy or completeness of the Offer Memorandum, this press release or any other documents regarding the Offer. Any declaration to the contrary constitutes a criminal offence in the United States.