

This is a joint press release by Hestya Energy B.V. and H.E.S. Beheer N.V. pursuant to the provisions of Section 17 paragraph 4 of the Decree on Public Takeover Bids (the "Decree", Besluit openbare biedingen Wft) in connection with the public offer by Hestya Energy B.V. for all the issued and outstanding ordinary shares in the capital of H.E.S. Beheer N.V. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in H.E.S. Beheer N.V. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada and the United States. Terms not defined in this press release will have the meaning as set forth in the Offer Memorandum (as defined below).



PRESS RELEASE

7 October 2014

Acceptance of the Offer for HES Beheer after the Post-Closing Acceptance Period at 99.71% of the Shares

Rotterdam, Amsterdam, 7 October 2014 – H.E.S. Beheer N.V. ("HES Beheer") and Hestya Energy B.V. ("Hestya Energy") today jointly announce that, at the expiration time of the Post-Closing Acceptance Period (as defined below) on 6 October 2014, 99.71% of all issued and outstanding ordinary shares in the capital of HES Beheer (the "Shares") have been tendered under the recommended public cash offer by 1908 Acquisition B.V. (the "Offeror"), an indirect 100% subsidiary of Hestya Energy, for the Shares at an offer price of EUR 43.64 (cum dividend) in cash per Share (the "Offer").

At 17:40 hours CEST on Monday 6 October 2014, being the expiration time of the Post-Closing Acceptance Period (as defined below), 244,739 Shares, representing approximately 2.62% of the Shares and an aggregate value of approximately EUR 10.7 million (at the Offer Price of EUR 43.64 per Share), had been tendered under the Offer.

As communicated by Hestya Energy and HES Beheer in the press release issued on 22 September 2014, 9,059,793 Shares, representing 97.09% of the Shares, had been tendered under the Offer on the Unconditional Date. The Offeror granted those Shareholders who had not tendered their Shares under the Offer the opportunity to tender their Shares in a post-closing acceptance period (*na-aanmeldingstermijn*) commencing at 09:00 hours CEST on Tuesday 23 September 2014 and expiring at 17:40 hours CEST on Monday 6 October 2014 (the "**Post-Closing Acceptance Period**").

No treasury shares are held by HES Beheer and no Shares were to date acquired by the Offeror outside the Offer and the Post-Closing Acceptance Period. Consequently, upon settlement of the Shares tendered during the Post-Closing Acceptance Period, the Offeror will hold 9,304,532 Shares, representing 99.71% of the Shares and an aggregate value of approximately EUR 406.0 million (at the Offer Price of EUR 43.64 per Share).

The Offeror shall arrange for payment for the Shares that are validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (*geleverd*) during the Post-Closing Acceptance Period on Thursday 9 October 2014.

Additional information

Hestya Energy is making the Offer on the terms and subject to the conditions and restrictions contained in the offer memorandum dated 16 July 2014 (the "**Offer Memorandum**"). In addition, HES Beheer has made available its position statement regarding the Offer, containing the information required by section 18, paragraph 2 and Annex G of the Decree in connection with the Offer (the "**Position Statement**"). Digital copies of the Offer Memorandum, including the Position Statement, are available on the website of HES Beheer (www.hesbeheer.nl). Copies of the Offer Memorandum are also available free of charge at the offices of HES Beheer and the Exchange Agent at the addresses mentioned below.

For more information

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About HES Beheer

HES Beheer, formed in 1908, is a holding company for providers of logistical services in ports. The core activity is stevedoring, involving the loading and unloading of dry and liquid bulk products into and from seagoing vessels, coasters, lighters, trains and trucks and large-scale open-air and covered storage. Most of these bulk products are destined for industrial end-users, mainly as raw materials for the energy market, the steel and aluminium industry and the food industry. The HES Beheer group companies handle around 70 million tonnes of products a year. The company's activities are concentrated mainly in the Netherlands. The Group is also active in the UK, France, Germany, Belgium and Poland. The HES companies use high-capacity equipment to ensure fast loading, unloading and processing, and have extensive storage facilities. All the Dutch companies are located on deep channels (up to 23 meters) and have direct access to the principal European waterways and the European rail network. HES Beheer is one of the largest providers of logistical services in ports in the world. HES Beheer is an independent two-tier company. Shares in HES Beheer have been traded on the Amsterdam Stock Exchange since 28 January 1982.

About Hestya Energy

Hestya Energy is a private company pursuing the development of European dry and liquid bulk terminals with the goal of creating a diversified asset portfolio through greenfield development, the acquisition of existing terminals and the acquisition of existing refining sites and related infrastructure and the conversion of these into storage terminals.

Hestya Energy's main operating asset is a 1.2 million cubic meter liquid bulk storage terminal in Wilhelmshaven, Germany. In addition, as a result of the Offer, Hestya Energy currently holds the majority of the Shares in HES Beheer. Hestya Energy is currently owned and controlled indirectly by Riverstone Holdings LLC and The Carlyle Group.

General restrictions

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of HES Beheer in any jurisdiction. The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, Hestya Energy and HES Beheer disclaim 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. Neither Hestya Energy, nor HES Beheer, nor any of their advisors assumes any responsibility for any violation by any person of any of these restrictions.

Any HES Beheer shareholder who is in any doubt as to his position should consult an appropriate professional advisor without delay.