

*This is a joint press release by Hestya Energy B.V. and H.E.S. Beheer N.V. pursuant to the provisions of Section 4, paragraphs 1 and 3 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.*



## **PRESS RELEASE**

**2 September 2014**

### **OFFER UPDATE – COMPETITION APPROVAL EUROPEAN COMMISSION OBTAINED**

**Rotterdam, Amsterdam, 2 September 2014** – H.E.S. Beheer N.V. ("HES Beheer") and Hestya Energy B.V. ("Hestya Energy") today jointly announce that Hestya Energy has obtained regulatory clearance from the European Commission in connection with Hestya Energy's recommended public cash offer for all issued and outstanding ordinary shares in the capital of HES Beheer (the "**Offer**").

Obtaining regulatory clearance from the European Commission was a condition to the Offer.

In accordance with section 18, paragraph 1 of the Decree, HES Beheer has convened an extraordinary general meeting (the "**EGM**") to discuss the Offer. The EGM shall be held this Wednesday 3 September 2014 at 14:30 hours CEST in Rotterdam.

Holders of shares in the capital of HES Beheer have the opportunity until 17 September 2014 17:40 hours CEST to tender their shares under the Offer.

Hestya Energy is making the Offer on the terms and subject to the conditions and restrictions contained in 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 websites of HES Beheer ([www.hesbeheer.nl](http://www.hesbeheer.nl)) and Hestya Energy ([www.hestya-energy.com](http://www.hestya-energy.com)). 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**

H.E.S. Beheer N.V.

Elly L. Groenendijk, Director Special Projects

Tel: + 31 (0)181 25 81 53

[e.groenendijk@hesbeheer.nl](mailto:e.groenendijk@hesbeheer.nl)

Hestya Energy Media Relations

Frans van der Grint / Sabine Post-de Jong

Tel: +31 (0) 20 404 4 707

E-mail: [frans.vandergrint@hkstrategies.com](mailto:frans.vandergrint@hkstrategies.com) or [sabine.post@hkstrategies.com](mailto:sabine.post@hkstrategies.com)

The Exchange Agent  
ABN AMRO Bank N.V.  
Corporate Broking (HQ7050)  
Gustav Mahlerlaan 10  
P.O. Box 283  
1000 EA Amsterdam  
The Netherlands

### **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 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 B.V. 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. Hestya Energy is currently owned and controlled indirectly by Riverstone Holdings LLC and AtlasInvest. It is envisaged that prior to the settlement of the Offer, and subject to certain conditions, The Carlyle Group will acquire the shares in Hestya Energy currently owned by AtlasInvest.

### **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.