

*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 and Section 7, paragraph 1a of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft, "Bob") in connection with the intended 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.*



## **P R E S S   R E L E A S E**

**6 June 2014**

### **Hestya Energy has completed its confirmatory due diligence and intends to file a draft Offer Memorandum with the AFM for approval in the coming weeks**

**Rotterdam, Amsterdam, 6 June 2014** – H.E.S. Beheer N.V. ("HES Beheer") and Hestya Energy B.V. ("Hestya Energy") today jointly announce that Hestya Energy has completed its confirmatory due diligence in respect of HES Beheer and its subsidiaries. Hestya Energy intends to file a draft offer memorandum (the "**Offer Memorandum**") in connection with the envisaged recommended public cash offer by Hestya Energy for all issued and outstanding ordinary shares in the capital of HES Beheer at an offer price of EUR 43.64 in cash per ordinary share (the "**Offer**") with the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, "**AFM**") in the coming weeks. The offer price of EUR 43.64 is based on the initially announced offer price for EUR 45.00 adjusted for the full amount of stock dividend that was paid in kind by HES Beheer to its shareholders on 28 May 2014, and would be adjusted further if any additional dividends are declared after the date hereof and prior to the settlement of the Offer.

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#### **Further information**

The information in this press release is not intended to be complete. For further information explicit reference is made to the Offer Memorandum, which is expected to be published during July 2014. This Offer Memorandum will contain further details regarding the Offer.

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 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. One of the subsidiaries has establishments in 11 different countries, including France, Germany, Belgium and Poland. The core activities of this company are stevedoring and inland shipping. 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.

They are among the largest of their kind 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. This announcement is not to be published or distributed in or to Canada and the United States.

**Forward-looking statements**

This press release may include “forward-looking statements” and language indicating trends, such as “anticipated” and “expected.” Although Hestya Energy and HES Beheer believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither Hestya Energy nor HES Beheer, nor any of their advisors accepts any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups.