

*This is a joint press release by NIBC Holding N.V. (“NIBC”, the “Company”) and Flora Acquisition B.V. (the “Offeror”), an entity incorporated under Dutch law, owned by certain funds (the “Blackstone Funds”) managed and/or advised by Blackstone’s Tactical Opportunities and Private Equity businesses and other managers affiliated with The Blackstone Group Inc. (each or together, as the context requires, “Blackstone”), pursuant to the provisions of Section 17 paragraph 4 of the Decree on Public Takeover Bids (Besluit Openbare Biedingen Wft) (the “Decree”) in connection with the recommended public offer (the “Offer” and together with the transactions contemplated in connection therewith, the “Transaction”) by the Offeror for all the issued and outstanding ordinary shares in the capital of NIBC (the “Shares”). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of the offer memorandum dated 7 August 2020 (“Offer Memorandum”) approved by the Netherlands Authority for Financial Markets (Stichting Autoriteit Financiële Markten, the “AFM”). Terms not defined in this press release will have the meaning given thereto in the Offer Memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Japan or in any other jurisdiction in which such release, publication or distribution would be unlawful.*

## Final results of the Offer for NIBC

The Hague / Amsterdam, the Netherlands – 11 January 2021

- During the Post Acceptance Period, 1.43% of the Shares have been tendered under the Offer.
- Including Shares already held by or irrevocably committed to the Offeror or its group companies after Settlement and any Shares to which the Offeror or its group companies is entitled, this represents a total of 97.68% of the Shares (excluding Treasury Shares).
- Settlement of the Shares tendered during the Post Acceptance Period will take place on 14 January 2021.
- Delisting to occur as soon as possible.
- The Offeror, together with its group companies, will initiate the statutory squeeze-out proceedings in order to obtain 100% of the Shares.

During the Post Acceptance Period which expired at 17:40 (CET) today, 2,096,489 Shares have been tendered under the Offer, representing approximately 1.43% of the aggregate issued and outstanding share capital of NIBC. Including the 140,987,055 Shares already held by or irrevocably committed to the Offeror or its group companies following Settlement and any Shares to which the Offeror or its group companies is entitled, this amounts to a total of 143,083,544 Shares, representing approximately 97.68% of the aggregate issued and outstanding share capital of NIBC (excluding Treasury Shares).

### Settlement Post Acceptance Period

With reference to the Offer Memorandum, holders of Shares who accepted the Offer during the Post Acceptance Period shall receive the Offer Price for each Share validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and delivered (*geleverd*) for acceptance pursuant to the Offer, under the terms and conditions of the Offer Memorandum and subject to its restrictions.

Settlement of the Shares tendered during the Post Acceptance Period and payment of the Offer Price will take place on 14 January 2021. Following settlement of the Shares tendered during the Post Acceptance Period, the Offeror or its group companies will hold 143,083,544 Shares, representing approximately 97.68% of the aggregate issued and outstanding share capital of NIBC (excluding Treasury Shares).

### **Delisting**

The Offeror and NIBC intend to procure the delisting of the Shares on Euronext Amsterdam as soon as possible under the applicable rules.

### **Squeeze-Out Procedure**

Since the Offeror or its group companies own more than 95% of the Shares, the Offeror together with its group companies shall, at their discretion, commence (i) a statutory buy-out procedure (*uitkoopprocedure*) in accordance with article 2:92a of the Dutch Civil Code or (ii) the takeover buy-out procedure in accordance with article 2:359c of the Dutch Civil Code acquire the remaining Shares that are not yet held by the Offeror or its group companies.

### **The Settlement Agent**

ING Bank N.V.  
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#### **About NIBC**

NIBC is best suited to help entrepreneurs at their decisive moments. Now and in the future. As a bank for entrepreneurs, we are committed to cultivating our 'THINK YES' mentality by being flexible and agile and by matching our clients' can-do attitude. We support our corporate clients in building their businesses. For our retail clients in the Netherlands, Germany and Belgium we offer mortgages, online savings and brokerage products that are accessible, easy to understand and fairly priced. Operating in the Netherlands (The Hague and Amsterdam), Germany and UK, our corporate clients business (mainly mid-market) offers advice and debt, mezzanine and equity financing solutions to entrepreneurs across select sectors and sub-sectors in which we have strong expertise and market positions. The mid-market is dynamic by nature and requires a bank that can respond quickly and in a highly flexible way. Our aim is to meet the market's requirements at decisive moments such as mergers and acquisitions, management buy-outs, investments and strategic financings and re-financings.

For more information, please refer to the NIBC website [www.nibc.com](http://www.nibc.com).

#### **About Blackstone**

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Further information is available at [www.blackstone.com](http://www.blackstone.com). Follow Blackstone on Twitter @Blackstone.

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#### **Forward looking statements**

*Certain statements in this press release may be considered “forward-looking statements”, such as statements relating to the impact of this Transaction on NIBC, the Offeror and Blackstone and the targeted timeline for the Transaction. Forward-looking statements include those preceded by, followed by or that include the words “anticipated,” “expected” or similar expressions. These forward-looking statements speak only as of the date of this release. Although NIBC, the Offeror and Blackstone 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 forward-looking statements will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward-looking statements. Potential risks and uncertainties include, but are not limited to, receipt of regulatory approvals without unexpected delays or conditions, the Offeror’s ability to successfully operate NIBC without disruption to its other business activities, the Offeror’s ability to achieve the anticipated results from the acquisition of NIBC, the effects of competition, economic conditions in the global markets in which NIBC operate, and other factors that can be found in NIBC’s, the Offeror’s and/or Blackstone’s press releases and public filings.*

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