

## Offer Memorandum

regarding the recommended public cash offer by

voestalpine/nedcon B.V.

# voestalpine

(a private company with limited liability incorporated and existing under the laws of the Netherlands, having its statutory seat at Amsterdam, the Netherlands, an indirectly wholly owned subsidiary of voestalpine AG)

for all outstanding depository receipts of shares and all outstanding shares held by parties other than the Stichting Administratiekantoor van Aandelen Nedcon Groep N.V., in the share capital of

Nedcon Groep N.V.



(a public company with limited liability incorporated and existing under the laws of the Netherlands, having its statutory seat at Doetinchem, the Netherlands)

The information in this offer memorandum (the "Offer Memorandum") relates to the recommended public cash offer by voestalpine/nedcon B.V. ("voestalpine") for all outstanding depository receipts of shares and all outstanding shares held by parties other than the Stichting Administratiekantoor van Aandelen Nedcon Groep N.V. (the "StAK") in the share capital of Nedcon Groep N.V. ("Nedcon"), each having a nominal value of EUR 0.15 (the "Nedcon Securities"). The capitalised terms used in this Offer Memorandum have the meanings set out in Chapter 2 ('Definitions').

The Offer Price for each Nedcon Security tendered under the Offer amounts to EUR 19.20 and will be paid in cash. For more information on the Offer please refer to Chapter 4 ('The Offer'). The Offer is subject to certain conditions and restrictions, see Chapter 1 ('Important information and restrictions') and Chapter 4 ('The Offer').

The Supervisory Board and the Management Board fully support the Offer and unanimously recommend Nedcon Securityholders to accept the Offer, see Chapter 5 ('Recommendation to Nedcon Securityholders').

Subject to the Offer being honoured, a number of Nedcon Securityholders have agreed to tender the Nedcon Securities held by them, representing 58.17% of the total outstanding share capital of Nedcon on the date hereof, under the terms of the Offer. See Chapter 4, paragraph 4.4 ('Committed Nedcon Securities').

The Acceptance Period will start on Monday 19 July 2004, and, unless extended, will end on Monday 23 August 2004, at 15.00 hours CET. If the Acceptance Period is extended, voestalpine will make an announcement to that effect, no later than on the third Trading Day after the Closing Date, with due observance of the provisions of article 90 sub-section 5 of the Decree. voestalpine will announce as soon as possible after the Closing Date, but no later than on the fifth Trading Day thereafter, whether or not it honours the Offer (*het bod al dan niet gestand doet*). Such announcements will be published in the Daily Official List (*Officiële Prijscourant*) and in (in any event) *Het Financieele Dagblad*. See Chapter 4, paragraph 4.2 ('Invitation to Nedcon Securityholders') and paragraph 4.3 ('Terms and conditions of the Offer').

If the Offer is honoured, payment of the Offer Price to the Nedcon Securityholders who have tendered and delivered their Nedcon Securities will take place on the Settlement Date, see Chapter 4 ('The Offer').

On Monday 2 August 2004, at 15.00 hours CET, an EGM will be held at the offices of Nedcon in Doetinchem, at (7005 BJ) Nijverheidsweg 26, the Netherlands, at which, *inter alia*, the Offer will be discussed and explained in accordance with article 9q of the Decree. See Chapter 10 ('EGM').

A summary of this Offer Memorandum in the Dutch language is included in Chapter 12 ('Dutch summary (*Nederlandse samenvatting*)').

0854674



## TABLE OF CONTENTS

CHAPTER 1	IMPORTANT INFORMATION AND RESTRICTIONS . . . . .	3
1.1	Important information . . . . .	3
1.2	Restrictions . . . . .	4
CHAPTER 2	DEFINITIONS . . . . .	6
CHAPTER 3	SUMMARY . . . . .	8
CHAPTER 4	THE OFFER . . . . .	12
4.1	Introduction . . . . .	12
4.2	Invitation to Nedcon Securityholders . . . . .	12
4.3	Terms and conditions of the Offer . . . . .	13
4.4	Committed Nedcon Securities . . . . .	15
4.5	Background to and motivation for the Offer . . . . .	15
4.6	Substantiation of the Offer Price . . . . .	16
4.7	Financing of the Offer . . . . .	17
4.8	Consequences of the Offer . . . . .	17
4.9	Break up fee . . . . .	19
4.10	Other statements required pursuant to the Decree . . . . .	20
4.11	Envisaged timetable . . . . .	20
CHAPTER 5	RECOMMENDATION TO NEDCON SECURITYHOLDERS . . . . .	21
CHAPTER 6	FAIRNESS OPINION . . . . .	22
CHAPTER 7	INFORMATION ON NEDCON . . . . .	25
7.1	Profile . . . . .	25
7.2	General information . . . . .	25
7.3	Recent developments and prospects . . . . .	26
7.4	Outlook and strategy . . . . .	27
7.5	Risk profile . . . . .	27
7.6	Capital and shares . . . . .	28
7.7	Options . . . . .	29
7.8	Litigation . . . . .	30
7.9	Financial results . . . . .	30
7.10	Notes to the financial results 2003 . . . . .	36
7.11	Historic review . . . . .	47
CHAPTER 8	AUDITORS' STATEMENTS . . . . .	48
8.1	Auditors' report . . . . .	48
8.2	Review report . . . . .	48
CHAPTER 9	INFORMATION ON <b>VOESTALPINE</b> . . . . .	49
9.1	General information . . . . .	49
9.2	Profile of the <b>voestalpine</b> group . . . . .	49
CHAPTER 10	EGM . . . . .	50
CHAPTER 11	PRESS RELEASES . . . . .	51
11.1	Friday 21 May 2004 . . . . .	51
11.2	Friday 18 June 2004 . . . . .	54
11.3	Friday 2 July 2004 . . . . .	55
CHAPTER 12	DUTCH SUMMARY ( <i>NEDERLANDSE SAMENVATTING</i> ) . . . . .	56
12.1	Inleiding . . . . .	56
12.2	Definities . . . . .	56
12.3	Het Bod . . . . .	57
12.4	Belangrijke informatie . . . . .	62

---

## CHAPTER 1 IMPORTANT INFORMATION AND RESTRICTIONS

Nedcon Securityholders are advised to study this Offer Memorandum and all documents which have been included therein by reference carefully and to seek independent advice where necessary, so as to be able to make a balanced judgement of the Offer and all that is discussed and described in this Offer Memorandum.

### 1.1 Important information

The information included in Chapter 4, paragraph 4.6 ('Substantiation of the Offer Price'), 4.7 ('Financing of the Offer'), 4.8.1 ('Tax consequences for the Nedcon Securityholders accepting the Offer'), 4.8.6 ('De-listing and buy-out procedure') and paragraph 4.10 ('Other statements required pursuant to the Decree', in so far as referring to statements made by voestalpine), and Chapter 9 ('Information on voestalpine') has been provided by voestalpine. The information included in Chapter 4, paragraph 4.10 ('Other statements required pursuant to the Decree', in so far as referring to statements made by Nedcon), and Chapters 5 ('Recommendation to Nedcon Securityholders'), 7 ('Information on Nedcon') and 10 ('EGM') has been provided by Nedcon. The fairness opinion in Chapter 6 has been provided by NIB Capital Bank N.V. The auditors' statements included in Chapter 8 have been issued by Ernst & Young Accountants. voestalpine and Nedcon have jointly provided the information included in the other chapters, paragraphs and pages of this Offer Memorandum.

voestalpine and Nedcon are responsible for the accuracy of the information they have provided in this Offer Memorandum, each with respect to such information as it has provided, and together with respect to the information provided jointly. voestalpine and Nedcon confirm, each with respect to such information as it has provided, that on the date of publication of this Offer Memorandum, the information provided by each of them is, to the best of their knowledge, true and accurate and that there are no other facts, the omission of which would make any statement in this Offer Memorandum misleading in any material respect.

The information included in this Offer Memorandum reflects the position at the date of this document and under no circumstances should the issue and distribution of this Offer Memorandum after the date of its publication be interpreted as implying that the information included herein will continue to be correct and complete at any later date. The foregoing does not affect the obligation of both voestalpine and Nedcon to make a public announcement pursuant to the Decree and/or the Listing and Issuing Rules of Euronext (*Fondsenreglement*), if applicable.

Any announcement that is required to be made in relation to the Offer will be made in the Daily Official List and in (in any event) *Het Financieele Dagblad*.

With the exception of voestalpine and Nedcon, and notwithstanding the fairness opinion of NIB Capital Bank N.V. and the auditors' statements of Ernst & Young Accountants, included in Chapter 6 ('Fairness opinion') and Chapter 8 ('Auditors' statements') respectively, no person is entitled or authorised to provide any information or make any representations in connection with the Offer which have not been included in this Offer Memorandum. If any such information or representation is provided or made by parties other than voestalpine or Nedcon, such information or representation should not be relied upon as having been provided by or on behalf of voestalpine and/or Nedcon.

This Offer Memorandum includes forward-looking statements that involve risks and uncertainty. Although voestalpine and Nedcon each believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, no assurance can be given that such projections will be fulfilled, and no representations are made as to the accuracy and completeness of such statements. Any forward-looking statements must be considered together with the fact that actual events or results may vary materially from such predictions due to, among other things, political, economic or legal changes in the markets and environments in which the voestalpine group and Nedcon conduct their respective businesses, and competitive developments or risks inherent to each of the voestalpine group's and Nedcon's businesses.

Figures referred to in this Offer Memorandum may be rounded up or down and should therefore not be regarded as definitive.

■

This Offer Memorandum and the Offer are governed by Dutch law. This Offer Memorandum is published in the English language. A summary of the Offer Memorandum in the Dutch language is included in Chapter 12 ('Dutch summary (*Nederlandse samenvatting*)'). In the event of any inconsistency between the English language in this Offer Memorandum and the Dutch language in Chapter 12 ('Dutch summary (*Nederlandse samenvatting*)'), the English language shall prevail.

Fortis Bank (Department Transaction Support) has been appointed as paying agent in the context of the Offer.

A copy of the Offer Memorandum is available free of charge at the offices of:

**Nedcon Groep N.V.**  
Nijverheidsweg 26  
7005 BJ Doetinchem  
The Netherlands

Telephone: +31 (0) 314 – 33 44 55  
Telefax: +31 (0) 314 – 34 58 64  
E-mail: [info@nedcon.com](mailto:info@nedcon.com)

**Fortis Bank (Nederland) N.V.**  
Department Business Information Systems  
Rokin 55  
1012 KK Amsterdam  
The Netherlands

Telephone: +31 (0) 20 – 527 2467  
Telefax: +31 (0) 20 – 527 1928  
E-mail: [loket.bis@nl.fortisbank.com](mailto:loket.bis@nl.fortisbank.com)

Copies of the Articles, Nedcon's annual reports for the financial years ended on 31 December 2001, 2002 and 2003 respectively and the proposed amendment of the Articles, all of which documents are incorporated by reference in this Offer Memorandum, are also available free of charge at the above-mentioned offices of Nedcon and Fortis Bank.

Fortis Bank is acting as financial adviser exclusively to **voestalpine** and to no one else in connection with the Offer and will not be responsible to anyone other than **voestalpine** for providing the protections afforded to clients of Fortis Bank or for providing advice in relation to the Offer.

## 1.2 Restrictions

### General

The Offer, the distribution of this Offer Memorandum, any related materials and the making of the Offer may in certain jurisdictions other than the Netherlands, including, but not limited to, the United Kingdom, the United States, Canada, Australia and Japan be restricted by law. The Offer is not made, and tendered Nedcon Securities will not be accepted for purchase, by or on behalf of **voestalpine**, in any jurisdiction where the making or acceptance thereof does not comply with the (securities) laws and/or regulations of such jurisdiction, or requires any registration, approval or filing of material with any regulatory authority, which are not expressly contemplated in this Offer Memorandum. Persons into whose possession this Offer Memorandum or any related materials comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the (securities) laws and/or regulations of any such jurisdiction.

Persons (including, but not limited to, custodians, agents and trust offices) who send this Offer Memorandum or any related materials to a jurisdiction outside the Netherlands or who otherwise envisage to do so, should carefully study the content of Chapter 1 of this Offer Memorandum ('Important information and restrictions') before doing so.

Neither **voestalpine**, **voestalpine AG** nor Nedcon or any of their respective advisers or Fortis Bank, accepts or assumes any responsibility or liability for any violation by any person of any such

---

restrictions. Any person who is in any doubt as to his position, should consult an appropriate adviser without delay.

## **United Kingdom**

The Financial Services and Markets Act 2000 of the United Kingdom ("FSMA") may require this Offer Memorandum to be approved by an authorised person unless an exemption is available under the Financial Services and Markets Act 2000 (Financial Promotions) Order 2001 (the "Order"). This Offer Memorandum has not been approved by an authorised person for the purposes of the FSMA in reliance on the exemptions set out in the Order. This Offer Memorandum is directed only at persons falling within such exemptions and must not be issued or passed to any other person in the United Kingdom. A Nedcon Securityholder in the United Kingdom who does not fall within these exemptions should not respond to or act on this Offer Memorandum. Tender and delivery of Nedcon Securities constitutes a warranty that the person tendering the Nedcon Securities, if in the United Kingdom, falls within one of the exemptions set out in the Order. Nedcon Securityholders who have any doubt as to whether or not they qualify under such exemptions should consult their own professional advisers.

## **United States of America, Canada, Australia and Japan**

The Offer is not being made, directly or indirectly, in or into the United States, Canada, Australia or Japan or to any U.S. person (as defined in Regulation S under the United States Securities Act of 1933, as amended), or by use of the mails, or by any means or instrumentality of interstate or foreign commerce, or any facilities of a national securities exchange, of the United States, Canada, Australia or Japan. This includes, but is not limited to, post, facsimile transmission, telex or any other electronic form of transmission and telephone. Accordingly, copies of this Offer Memorandum and any related press announcements, acceptance forms and other documents are not being sent and must not be mailed or otherwise distributed or sent in, into or from the United States, Canada, Australia or Japan or, in their capacities as such, to custodians, nominees or trustees holding Nedcon Securities for United States, Canadian, Australian or Japanese persons. Persons receiving this Offer Memorandum and/or such other documents must not distribute or send them in, into or from the United States, Canada, Australia or Japan, or use such mails or any such means, instrumentality or facilities for any purpose directly or indirectly in connection with the Offer and so doing will invalidate any purported acceptance of the Offer. voestalpine will not accept any tender by any such use, means, instrumentality or facility or from within the United States, Canada, Australia or Japan.

Tender and delivery of Nedcon Securities constitutes a representation and warranty that the person tendering the shares (i) has not received or sent copies of this Offer Memorandum or any related documents in, into or from the United States, Canada, Australia or Japan; (ii) has not otherwise utilised in connection with the Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or any facility of a national securities exchange of, the United States, Canada, Australia or Japan; (iii) in respect of the Nedcon Securities to which the Offer relates, is not an agent or fiduciary acting on a non-discretionary basis for a principal who has given any instructions with respect to the Offer from within the United States, Canada, Australia or Japan; and (iv) is accepting the Offer from outside the United States, Canada, Australia or Japan. voestalpine reserves the right to refuse to accept any purported acceptance that, in its sole discretion, does not comply with the foregoing restrictions, and any such purported acceptance will be null, void and without effect.

As used herein, the 'United States' means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

---

## CHAPTER 2 DEFINITIONS

The capitalised terms used in this Offer Memorandum have the following meanings:

Acceptance Period	The period during which Nedcon Securityholders can tender their Nedcon Securities to voestalpine under the terms of the Offer, beginning on Monday 19 July 2004 and ending on Monday 23 August 2004, at 15.00 hours CET, unless extended by voestalpine in accordance with article 9o sub-section 5 of the Decree, in which case the Acceptance Period will end on such later date;
Admitted Institutions	The institutions admitted to Euronext;
AFM	The Netherlands Authority for the Financial Markets ( <i>de stichting Autoriteit Financiële Markten</i> );
Articles	The articles of association of Nedcon, as in force from time to time;
CET	Central European Time;
Closing	The end of the Acceptance Period, being 15.00 hours CET on the Closing Date;
Closing Date	The last day of the Acceptance Period;
Daily Official List	Euronext Amsterdam's Daily Official List ( <i>Officiële Prijscourant</i> );
DCC	The Dutch Civil Code ( <i>Burgerlijk Wetboek</i> );
Decree	The Decree on the Supervision of the Securities Trade 1995 ( <i>Besluit toezicht effectenverkeer 1995</i> );
EGM	The extraordinary general meeting of holders of Nedcon Shares, to be held on Monday 2 August 2004, 15.00 hours CET, at which, <i>inter alia</i> , the Offer will be discussed in accordance with article 9q of the Decree;
EUR	Euro, the current lawful currency of the Economic and Monetary Union;
Euronext	Euronext Amsterdam N.V. or the Official Segment of the Stock Market ( <i>Officiële Markt</i> ) of Euronext Amsterdam N.V., as the context requires;
Fortis Bank	Fortis Bank (Nederland) N.V.;
GM	The general meeting of the holders of Nedcon Shares;
Management Board	The management board of Nedcon;
Nedcon	Nedcon Groep N.V., a public company with limited liability ( <i>naamloze vennootschap</i> ) incorporated and existing under the laws of the Netherlands, having its statutory seat at Doetinchem, the Netherlands, and its registered office at Nijverheidsweg 26 in (7005 BJ) Doetinchem, the Netherlands;
Nedcon Depository Receipts	The depository receipts of Nedcon Shares, which are quoted on Euronext;
Nedcon Securities	The Nedcon Depository Receipts and Nedcon Shares held by parties other than the StAK;
Nedcon Securityholders	The holders of Nedcon Securities;

---

Nedcon Shares	The registered shares in the share capital of Nedcon with a nominal value of EUR 0.15 each;
Offer	The recommended public cash offer made by voestalpine for all Nedcon Securities, as described in this Offer Memorandum;
Offer Memorandum	This offer document describing the Offer;
Offer Price	The cash amount of EUR 19.20 offered by voestalpine for each Nedcon Security tendered and delivered for acceptance under the terms of the Offer;
Options	All outstanding rights to subscribe for the issue or delivery of Nedcon Depository Receipts and Nedcon Shares, as referred to in Chapter 4, paragraph 4.4 ('Committed Nedcon Securities') and Chapter 7, paragraph 7.7 ('Options');
Settlement Date	The date on which the Offer Price is payable to the Nedcon Securityholders who have tendered and delivered their Nedcon Securities to voestalpine under the terms of the Offer, being the date on or before the fifth Trading Day after the date upon which the announcement is made that the Offer is honoured ( <i>gestand gedaan</i> );
Social and Economic Council	The Dutch Social and Economic Council ( <i>Sociaal Economische Raad</i> or <i>SER</i> );
StAK	Stichting Administratiekantoor van Aandelen Nedcon Groep N.V., a trust foundation ( <i>stichting</i> ) incorporated and existing under the laws of the Netherlands, having its statutory seat at Doetinchem, the Netherlands, and its registered office at Nijverheidsweg 26 in (7005 BJ) Doetinchem, the Netherlands;
Supervisory Board	The supervisory board of Nedcon;
Third Party Offer	Any oral or written third party offer for Nedcon Securities, any securities convertible into, or rights or options to subscribe for or acquire depository receipts or shares of Nedcon, or for any material assets of Nedcon or any other contract which may materially negatively influence the transaction in relation to the Offer;
Third Party Offer Breach	A breach by Nedcon of any of its commitments agreed upon with voestalpine, regarding a Third Party Offer;
Trading Day	A trading day on Euronext;
voestalpine	voestalpine/nedcon B.V., a private company with limited liability ( <i>besloten vennootschap met beperkte aansprakelijkheid</i> ) incorporated and existing under the laws of the Netherlands, having its statutory seat in Amsterdam, the Netherlands, and its registered office at Fred. Roeskestraat 100 in (1076 ED) Amsterdam, the Netherlands; and
Works Council	The works council of Nedcon Magazijninrichting B.V., a wholly owned subsidiary of Nedcon, in place pursuant to the Works Council Act ( <i>Wet op de ondernemingsraden</i> ).

The singular form of these definitions includes the plural form and vice versa.

---

## CHAPTER 3 SUMMARY

This chapter contains a summary of the main characteristics of the Offer. It is expressly pointed out that this summary is not exhaustive and does not contain all information which is of importance to the Nedcon Securityholder. Reading this summary should not be considered a substitute for reading this Offer Memorandum in its entirety. Nedcon Securityholders are advised to study this Offer Memorandum carefully and to seek independent advice where necessary, so as to be able to make a balanced judgement of the Offer and all that is discussed and described in this Offer Memorandum.

### The Offer

On 21 May 2004, Nedcon and voestalpine AG jointly announced that the expectation was justified that agreement could be reached on a recommended public cash offer by voestalpine AG on all Nedcon Securities. On 18 June 2004, Nedcon and voestalpine AG made a joint announcement regarding the timing of the Offer. See Chapter 11 ('Press releases').

In view of voestalpine's and Nedcon's turnover, merger control notification obligations regarding the intended merger would have arisen in five EU Member States. Upon voestalpine and Nedcon having lodged a submission (a so-called "Form RS") on 8 June 2004, the European Commission now deals with the case instead of the five relevant national authorities. On 8 July 2004, the case was officially notified to the European Commission through a so-called "Form CO".

voestalpine AG has nominated voestalpine to make the Offer. voestalpine is a wholly owned subsidiary of voestalpine Krems GmbH, which in turn is a wholly owned subsidiary of voestalpine AG. voestalpine AG and Nedcon have agreed that voestalpine AG may be held jointly and severally liable for all obligations which voestalpine may incur in respect of the making of the Offer. The aforesaid agreement as to the joint and several liability of voestalpine AG, can also be called upon by a Nedcon Securityholder who tenders his Nedcon Securities under the Offer, as this agreement qualifies as an irrevocable third-party clause (within the meaning of article 6:253 of the DCC). Reference is made to Chapter 4, paragraph 4.1 ('Introduction') and Chapter 9 ('Information on voestalpine').

The Offer Price is EUR 19.20 in cash for each tendered and delivered Nedcon Security.

The Offer is conditional, *inter alia*, upon such number of Nedcon Securities having been tendered for acceptance under the terms of the Offer, that these, together with the Nedcon Securities possibly held by voestalpine at Closing, represent at least 75% of all Nedcon Securities outstanding at Closing. Reference is made to Chapter 4, paragraph 4.3 ('Terms and conditions of the Offer').

The Offer Price represents:

- a 24% premium relative to the closing price of a Nedcon Depository Receipt of EUR 15.50 on 19 May 2004, being the last Trading Day on which Nedcon Depository Receipts were traded prior to the first and joint public announcement by voestalpine AG and Nedcon on 21 May 2004 that the expectation was justified that agreement could be reached on the Offer;
- a premium of 21% relative to the average closing price of a Nedcon Depository Receipt over the 3 months prior to and including 19 May 2004;
- a premium of 21% relative to the average closing price of a Nedcon Depository Receipt over the 6 months prior to and including 19 May 2004;
- a premium of 26% relative to the average closing price of a Nedcon Depository Receipt over the 9 months prior to and including 19 May 2004; and
- a premium of 32% relative to the average closing price of a Nedcon Depository Receipt over the 12 months prior to and including 19 May 2004.

See also Chapter 4, paragraph 4.6 ('Substantiation of the Offer Price').



---

## Motivation for the Offer

The voestalpine group is an internationally operating steel manufacturing and processing group, with its headquarters in Austria. With its 'Division Profilform', the voestalpine group is a global player in roll forming. Storage technology is a defined core business in which the company intends to grow its activities. Nedcon is the logic horizontal storage technology extension for the voestalpine group. Nedcon's and the voestalpine group's product portfolio and geographic coverage are largely complementary with limited areas of overlap. By combining their activities, the voestalpine group and Nedcon together will have the opportunity to build on each other's strengths and become a leading supplier in the worldwide storage technology market. Given the presence of the voestalpine group and Nedcon in the Eastern European markets and Nedcon's production facilities in the Czech Republic and a newly established joint venture company in Russia, the combination of these two groups will further raise their market potential in these fast growing markets.

Furthermore, Nedcon will be able to compete more effectively for large projects in the industrial storage market as part of a large and financially strong group.

See also Chapter 4, paragraph 4.5 ('Background to and motivation for the Offer').

## Financing of the Offer

The intended Offer values all outstanding Nedcon Securities at approximately EUR 31 million. voestalpine will obtain the funds for the acquisition from available cash and/or from available credit facilities. See also Chapter 4, paragraph 4.7 ('Financing of the Offer').

## De-listing

Upon the Offer having been honoured, Nedcon will consult with Euronext in order to terminate the listing of the Nedcon Depository Receipts as soon as possible. Holders of Nedcon Depository Receipts who choose not to tender their Nedcon Depository Receipts under the terms of the Offer therefore risk holding shares in a thinly traded, illiquid stock. See also Chapter 4, paragraph 4.8.5 ('De-listing and buy-out procedure').

## Recommendation

The Supervisory Board and the Management Board fully support the Offer and unanimously recommend the Nedcon Securityholders to accept the Offer. See Chapter 5 ('Recommendation to Nedcon Securityholders').

## Commitment to tender

Subject to the Offer being honoured, Driessen Beleggingen B.V., Friesland Bank N.V., West-End B.V., Orange Fund N.V., Orange Deelnemingen Fund N.V., Todlin N.V. and Smoorenburg B.V., have agreed to tender an aggregate of 885,892 Nedcon Securities held by them, directly and indirectly, under the terms of the Offer, representing in aggregate 55.29% of all outstanding Nedcon Securities on the date of this Offer Memorandum.

Subject to the Offer being honoured, Mr. H.A. Stegweg, a non-statutory director of Nedcon and Mr. J.C. Terlouw, chairman of the Supervisory Board, have also agreed to tender all 44,200 and 2,042 Nedcon Securities held by them respectively, directly and indirectly, under the terms of the Offer, representing in total 2.89% of the outstanding share capital of Nedcon on the date of this Offer Memorandum.

In the event of a third party making a Third Party Offer with an offer consideration which is higher than the Offer Price before the date on which the announcement is made that the Offer is honoured, the aforementioned Nedcon Securityholders may however tender the Nedcon Securities held by them under such Third Party Offer, instead of under the Offer.

Reference is made to Chapter 4, paragraph 4.4 ('Committed Nedcon Securities').

The voestalpine group currently does not hold any Nedcon Securities.

## Options

Subject to the Offer being honoured, Mr. L.P. de Jong (CEO of Nedcon, 64,500 Options) and Mr. H.A. Stegweg (14,500 Options), have agreed to exercise the Options held by them at Closing and to tender the underlying Nedcon Securities to voestalpine under the terms of the Offer. voestalpine will accept, and pay the Offer Price for, the Nedcon Securities so tendered. Reference is made to Chapter 4, paragraph 4.4 ('Committed Nedcon Securities'). An overview of the (holders and number of) Options involved is provided in Chapter 7, paragraph 7.7 ('Options').

## Tax consequences

The honouring (*gestanddoening*) of the Offer may have tax consequences for the Nedcon Securityholders. See Chapter 4, paragraph 4.8.1 ('Tax consequences for the Nedcon Securityholders accepting the Offer').

## Acceptance Period

Nedcon Securityholders may tender their Nedcon Securities from Monday 19 July 2004 until Monday 23 August 2004, at 15.00 hours CET, subject to any extension of the Acceptance Period. If the Acceptance Period is extended, voestalpine will make an announcement to that effect no later than on the third Trading Day after the Closing Date, with due observance of the provisions of article 9o sub-section 5 of the Decree. voestalpine will announce as soon as possible after the Closing Date, but no later than on the fifth Trading Day thereafter, whether or not it honours the Offer (*het bod al dan niet gestand doet*), as required by article 9t sub-section 4 of the Decree.

## Tendering and delivery of Nedcon Securities

Nedcon Securityholders are requested to tender their Nedcon Securities for acceptance by 15.00 hours CET, on the Closing Date at the latest, through (their broker or bank through) the Admitted Institutions, to Fortis Bank. Without prejudice to the provisions of the Decree, a tender of Nedcon Securities will be deemed irrevocable.

Admitted Institutions may tender their Nedcon Securities only through written acceptance to Fortis Bank. By this acceptance the Admitted Institutions declare that they have the tendered Nedcon Securities in their custody and that they are obliged, upon the Offer being honoured, to deliver these Nedcon Securities to voestalpine within three Trading Days after the date on which the announcement is made that the Offer is honoured.

Holders of Nedcon Shares must tender their Nedcon Shares by submitting a duly completed and signed acceptance form to Fortis Bank, which will at the same time serve as a deed of transfer (*akte van levering*) and a proxy to transfer.

If the Offer is honoured, voestalpine shall pay the Offer Price to the Nedcon Securityholders who have tendered and delivered their Nedcon Securities, on the Settlement Date.

See also Chapter 4, paragraph 4.2 ('Invitation to Nedcon Securityholders').

## Announcements

Any announcement that is required to be made in relation to the Offer will be made in the Daily Official List and in (in any event) *Het Financieele Dagblad*.

## Extraordinary general meeting of Nedcon Securityholders

The EGM will be held on Monday 2 August 2004, at 15.00 hours CET, at the offices of Nedcon in Doetinchem, at (7005 BJ) Nijverheidsweg 26, the Netherlands. At this meeting, *inter alia*, the Offer will be discussed, as required by article 9q of the Decree. The convocation of this EGM will take place in the usual way and in accordance with the Articles. Reference is made to Chapter 10 ('EGM').

---

## Envisaged timetable

Saturday 17 July 2004	Announcement that the Offer Memorandum is available as from Monday 19 July 2004 and that the Acceptance Period will start on Monday 19 July 2004;
Saturday 17 July 2004	Announcement regarding the convocation of the EGM;
Monday 19 July 2004	Availability of the Offer Memorandum and first day of the Acceptance Period;
Monday 2 August 2004 (15.00 hours CET)	EGM;
Monday 23 August 2004 (15.00 hours CET)	Closing Date (unless the Acceptance Period is extended);
Ultimately on Monday 30 August 2004 (unless the Acceptance Period is extended, in which event this date will be no later than the fifth Trading Day after the date on which the extended Acceptance Period ends)	Announcement whether or not the Offer will be honoured; and
Ultimately on Monday 6 September 2004 (unless the Acceptance Period is extended, in which event this date will be no later than the fifth Trading Day after the date on which the Offer is honoured)	Settlement Date.

## CHAPTER 4 THE OFFER

### 4.1 Introduction

On 21 May 2004, voestalpine AG and Nedcon jointly announced that the expectation was justified that agreement could be reached on a recommended public cash offer by voestalpine AG for all outstanding Nedcon Securities. On 18 June 2004, Nedcon and voestalpine AG made a joint announcement regarding the timing of the Offer, which in part depended on the outcome of the notification procedure before the European Commission. See Chapter 11 ('Press releases').

In view of voestalpine's and Nedcon's turnover, merger control notification obligations regarding the intended merger would have arisen in five EU Member States. Upon voestalpine and Nedcon having lodged a submission (a so-called "Form RS") on 8 June 2004, the European Commission now deals with the case instead of the five relevant national authorities. On 8 July 2004, the case was officially notified to the European Commission through a so-called "Form CO".

voestalpine AG has nominated voestalpine to make the Offer. voestalpine is a wholly owned subsidiary of voestalpine Krems GmbH, a private company incorporated and existing under the laws of Austria, having its statutory seat in Krems, Austria and its registered office at Schmidhüttenstraße 5 in (3500) Krems, Austria. voestalpine Krems GmbH in turn is a wholly owned subsidiary of voestalpine AG, a public company incorporated and existing under the laws of Austria, having its statutory seat in Linz, Austria and its registered office at Voest-Alpine-Straße 1 in (4020) Linz, Austria. voestalpine AG and Nedcon have agreed that voestalpine AG may be held jointly and severally liable for all obligations which voestalpine may incur in respect of the making of the Offer. The aforesaid agreement as to the joint and several liability of voestalpine AG, can also be called upon by a Nedcon Securityholder who tenders his Nedcon Securities under the Offer, as this agreement qualifies as an irrevocable third-party clause (within the meaning of article 6:253 of the DCC). Reference is made to Chapter 9 ('Information on voestalpine').

### 4.2 Invitation to Nedcon Securityholders

With due reference to all statements, terms, conditions and restrictions included in this Offer Memorandum, Nedcon Securityholders are hereby invited to tender their Nedcon Securities to voestalpine under the Offer for acceptance in the manner and subject to the terms and conditions set out below.

- (a) voestalpine makes a recommended public cash offer for all outstanding Nedcon Securities. For each Nedcon Security tendered for acceptance under the terms and conditions of the Offer as set out in this Offer Memorandum, voestalpine offers EUR 19.20, to be paid in cash.
- (b) Nedcon Securityholders are requested to tender their Nedcon Securities for acceptance by 15.00 hours CET, on the Closing Date at the latest, through (their broker or bank through) the Admitted Institutions, to Fortis Bank. Without prejudice to the provisions of the Decree, a tender of Nedcon Securities will be deemed irrevocable.

Admitted Institutions may tender their Nedcon Securities only through written acceptance to Fortis Bank (Department Transaction Support), at Rokin 55 in (1012 KK) Amsterdam, the Netherlands, fax number +31 (0) 20 – 527 1963. By this acceptance the Admitted Institutions declare that they have the tendered Nedcon Securities in their custody and that they are obliged, upon the Offer being honoured, to deliver these Nedcon Securities to voestalpine within three Trading Days after the date on which the announcement is made that the Offer is honoured.

Holders of Nedcon Shares must tender their Nedcon Shares by submitting a duly completed and signed acceptance form to Fortis Bank, which will at the same time serve as a deed of transfer (*akte van levering*) and a proxy to transfer. Holders of Nedcon Shares will receive such acceptance form directly from Nedcon.

- (c) The Offer shall be honoured subject to fulfilment of the terms and conditions as outlined in paragraph 4.3 ('Terms and conditions of the Offer') of this Offer Memorandum.

- 
- (d) If not all conditions set out in paragraph 4.3 below have been satisfied prior to Closing, **voestalpine** may extend the Acceptance Period. If the initial Acceptance Period is extended (as a result of which the obligation to announce whether or not the Offer will be honoured, will be postponed) an announcement to that effect will be made, no later than on the third Trading Day after the end of the initial Acceptance Period, with due observance of the provisions of article 9o sub-section 5 of the Decree. Special reference is made to the last sections of paragraph 4.3 below.
- (e) With due observance of article 9t sub-section 4 of the Decree, **voestalpine** will announce as soon as possible after the Closing Date, but no later than on the fifth Trading Day thereafter, whether or not it honours the Offer. In the event that **voestalpine** announces to honour the Offer (*het bod gestand doet*), **voestalpine** will purchase all Nedcon Securities that have been tendered to **voestalpine** in accordance with the terms and conditions set out in this Offer Memorandum. Subject to the conditions set out in paragraph 4.3 below, **voestalpine** reserves the right to accept any tender, even if it has not been effectuated entirely in such manner as set out in this paragraph 4.2.
- (f) On the Settlement Date, payment of the Offer Price shall be made to the Nedcon Securityholders who have delivered their Nedcon Securities to **voestalpine** in accordance with the terms and conditions set out in this Offer Memorandum. After delivery of and payment for their Nedcon Securities, revocation, dissolution or annulment of Nedcon Securityholders' acceptances or deliveries is not permitted.
- (g) On behalf of **voestalpine**, Fortis Bank will pay the Admitted Institutions a commission for the settlement of Nedcon Securities in exchange for cash of EUR 0.096 per Nedcon Security tendered and delivered under the Offer, with a maximum of EUR 5,000 per depot. The Admitted Institutions must claim such commission from **voestalpine** through Fortis Bank, within 30 days of the date on which the announcement is made that the Offer is honoured.

Nedcon Securityholders may be charged certain costs by their brokers and/or banks.

### 4.3 Terms and conditions of the Offer

Notwithstanding any other provisions of this Offer Memorandum, **voestalpine** will accept all Nedcon Securities tendered to **voestalpine** under the terms of the Offer and will honour the Offer if the following conditions have all been satisfied (or waived, where permitted):

- (a) at Closing, such number of Nedcon Securities are tendered that these, together with the Nedcon Securities held by **voestalpine** (directly or indirectly) at Closing, represent at least 75% of all outstanding Nedcon Securities at Closing;
- (b) prior to Closing, no public announcement has been made indicating for the first time that a third party has obtained the right to, or has agreed to buy from Nedcon, or to take up shares from Nedcon to be issued by Nedcon (save that Nedcon is entitled to make any arrangements with regard to its equity funding in order to be able to meet its need of additional funding should the Offer not be honoured, provided that the aforesaid arrangements will have been made subject to the condition of the Offer not being honoured);
- (c) prior to Closing, there have been no events, facts or circumstances with respect to Nedcon, its group companies and their businesses which, at the date hereof, were unknown and unforeseeable to **voestalpine** and which are of such material nature that, in all reasonableness and fairness, it cannot be expected that **voestalpine** honours the Offer;
- (d) prior to Closing, no notification has been received from the AFM stating that the Offer has been made in violation of Chapter IIA of the Act on the Supervision of the Securities Trade 1995 (*Wet toezicht effectenverkeer 1995*), in which case, pursuant to section 32a of the Decree, the securities institutions (*effecteninstituten*, as defined in the aforementioned act) would not be allowed to give their cooperation to the execution and settlement of the Offer;
- (e) prior to Closing, Nedcon has not accepted a Third Party Offer with an offer consideration which is higher than the Offer Price, nor has there been any (other) Third Party Offer Breach;

- 
- (f) prior to Closing:
- (i) with the exception of the competition approvals and clearances provided for in (ii) below, all material approvals, licences, exemptions and permissions of domestic and international authorities required in connection with the Offer and its intended change of control have been obtained;
  - (ii) all mandatory pre-completion competition approvals of domestic international and supra national authorities and/or third parties reasonably required in connection with the Offer and its intended change of control have been obtained; and
  - (iii) in relation to the matters referred to in (i) and (ii) above, all waiting periods pursuant to applicable legislation have expired during which domestic or international and supra national authorities and/or third parties may oppose the Offer or its intended change of control or can take or announce steps, which could impede the Offer and its intended change of control or in any other way result in a material adverse effect for Nedcon or voestalpine in connection with the Offer;
- (g) between 31 December 2003 and Closing, Nedcon will not have committed itself in any way to issue to third parties any shares in Nedcon and/or depositary receipts therefor or any securities convertible into, or rights or options to subscribe for or acquire any such shares and/or depositary receipts therefor or convertible securities, nor has Nedcon committed itself in any way to pay any dividend or any other distribution, nor shall Nedcon have paid any dividend or any other distribution (save that Nedcon is entitled to make any arrangements with regard to its equity funding in order to be able to meet its need of additional funding should the Offer not be honoured, provided that the aforesaid arrangements will have been made subject to the condition of the Offer not being honoured); and
- (h) prior to Closing, the GM will have validly passed a resolution to amend the Articles (subject to the condition of the Offer being honoured) so that, *inter alia*, all Nedcon Depositary Receipts can be exchanged, without any restrictions, for Nedcon Shares and a ministerial certificate of no objection (*ministeriële verklaring van geen bezwaar*) for such amendment shall have been obtained from the Dutch Ministry of Justice. Further information in this respect is provided in Chapter 10 ('EGM').

If, at Closing, such number of Nedcon Securities are tendered that these, together with the Nedcon Securities held by voestalpine (directly or indirectly) at Closing, represent 50% or less of all Nedcon Securities outstanding at Closing, voestalpine may not honour the Offer without Nedcon's prior consent. Reference is made to the last section of paragraph 4.4.1 below.

The condition set out in this paragraph 4.3 (d) cannot be waived. Only voestalpine may waive any or all of the conditions set out in this paragraph 4.3 (a), (b), (c), (g) and (h), and only voestalpine and Nedcon acting jointly may waive the conditions set out in this paragraph 4.3 (e) and (f), in which case such condition or conditions shall be deemed satisfied.

Should the condition set out in this paragraph 4.3 (f) not be fulfilled, voestalpine will extend the Acceptance Period in accordance with article 9o sub-section 5 of the Decree, unless voestalpine obtains prior written consent from Nedcon not to do so.

## 4.4 Committed Nedcon Securities

### 4.4.1 Committed Nedcon Securities

Subject to the Offer being honoured, a number of Nedcon Securityholders have agreed to tender the Nedcon Securities held by them under the terms and conditions of the Offer. The amount of Nedcon Securities involved, as well as the total nominal value thereof and the percentage of the outstanding share capital on the date of this Offer Memorandum involved, are mentioned in the overview below.

Holder of committed Nedcon Securities	Number committed	Total nominal value in EUR	% of the outstanding share capital
Driessen Beleggingen B.V.	82,188	12,328.20	5.13%
Friesland Bank N.V.	124,087	18,613.05	7.74%
West-End B.V.	165,532	24,829.80	10.33%
Orange Fund N.V.	240,000	36,000.00	14.98%
Orange Deelnemingen Fund N.V.	100,000	15,000.00	6.24%
Todlin N.V.	89,908	13,486.20	5.61%
Smootenburg B.V.	84,177	12,626.55	5.25%
H.A. Stegweg (non-statutory director)	44,200	6,630.00	2.76%
J.C. Terlouw (chairman of the Supervisory Board)	2,042	306.30	0.13%
Total	932,134	139,820.10	58.17%

Save as referred to above, no other Nedcon Securityholders have committed themselves to accept the Offer.

In the event of a third party making a Third Party Offer with an offer consideration which is higher than the Offer Price before the date on which the announcement is made that the Offer is honoured, the aforementioned Nedcon Securityholders may however tender the Nedcon Securities held by them under such Third Party Offer, instead of under the Offer.

### 4.4.2 Options

Subject to the Offer being honoured, Mr. De Jong (64,500 Options) and Mr. Stegweg (14,500 Options), have agreed to exercise the Options held by them at Closing and to tender the underlying Nedcon Securities to voestalpine under the terms of the Offer. voestalpine will accept, and pay the Offer Price for, the Nedcon Securities so tendered.

An overview of the (holders and numbers of) Options involved is provided in Chapter 7, paragraph 7.7 ('Options').

### 4.4.3 Nedcon Securities held by Nedcon employees

Furthermore, subject to any regulatory requirements, Nedcon and each of the members of the Management Board and the Supervisory Board shall use their reasonable endeavours to procure that the employees of Nedcon who are or shall become holders of Nedcon Securities and/or Options, tender these Nedcon Securities and/or Options under the terms of the Offer.

## 4.5 Background to and motivation for the Offer

### 4.5.1 Background to the Offer

The Management Board and the management board of voestalpine AG have discussed and investigated the possibility of an acquisition, by way of voestalpine AG making a recommended public cash offer for all Nedcon Securities and have come to the conclusion that such an acquisition would provide significant benefits to their respective businesses. On 21 May 2004, Nedcon and voestalpine AG jointly announced that the expectation was justified that agreement could be reached on such recommended public cash offer. Reference is made to paragraph 4.1 ('Introduction') above and Chapter 11 ('Press releases').

---

#### 4.5.2 Transaction rationale

With its 'Division Profilform', the voestalpine group is a global player in roll forming. Storage technology is a defined core business in which the group intends to grow its activities. Nedcon is the logic horizontal storage technology extension for the voestalpine group. Nedcon's and the voestalpine group's product portfolio and geographic coverage are largely complementary with limited areas of overlap. Combining their activities, the voestalpine group and Nedcon together will have the opportunity to build on each other's strengths and become a leading supplier in the worldwide storage technology market.

#### 4.5.3 Strategic rationale

Given the presence of the voestalpine group and Nedcon in the Eastern European markets and Nedcon's production facilities in the Czech Republic and a newly established joint venture company in Russia, the combination of these two groups will further raise their market potential in these fast growing markets.

Furthermore, Nedcon will be able to compete more effectively for large projects in the industrial storage market as part of a large and financially strong group.

#### 4.6 Substantiation of the Offer Price

The Offer Price has been determined by careful analysis, including an analysis of historic and potential future developments in Nedcon's profitability, cash flows and its balance sheets, and considering the interests of the Nedcon Securityholders and all other stakeholders involved, such as:

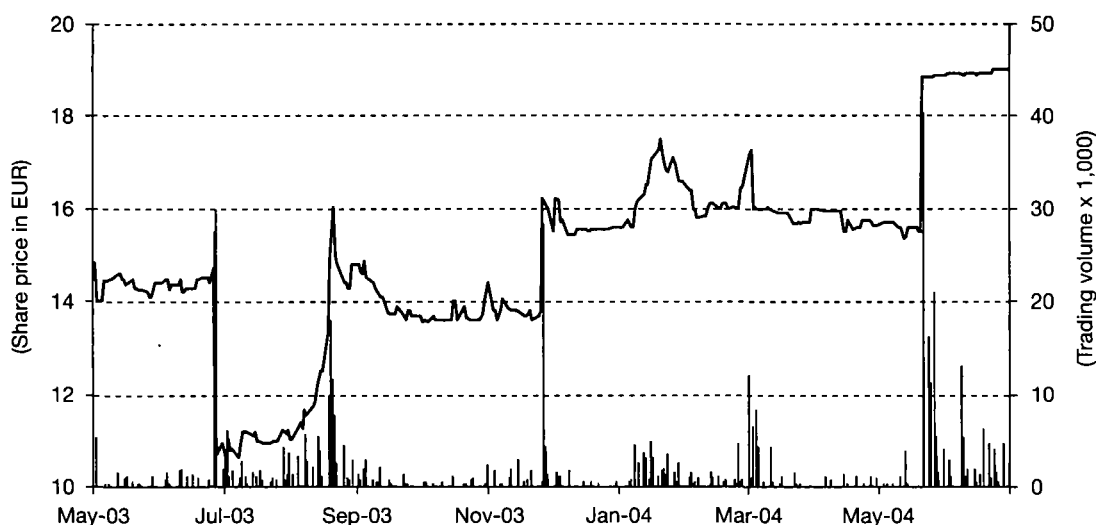
- a discounted cash flow analysis based on historic and expected developments of the operational and financial performance of Nedcon;
- a trading multiple analysis based on the financial performance of Nedcon and the value and trading activities of Nedcon Depository Receipts and comparable listed companies; and
- an analysis of the bid premiums in recent public offers for securities quoted on Euronext.

The Offer Price represents:

- a 24% premium relative to the closing price of a Nedcon Depository Receipt of EUR 15.50 on 19 May 2004, being the last Trading Day on which Nedcon Depository Receipts were traded prior to the first and joint public announcement by voestalpine AG and Nedcon that the expectation was justified that agreement could be reached on the Offer;
- a premium of 21% relative to the average closing price of a Nedcon Depository Receipt over the 3 months prior to and including 19 May 2004;
- a premium of 21% relative to the average closing price of a Nedcon Depository Receipt over the 6 months prior to and including 19 May 2004;
- a premium of 26% relative to the average closing price of a Nedcon Depository Receipt over the 9 months prior to and including 19 May 2004; and
- a premium of 32% relative to the average closing price of a Nedcon Depository Receipt over the 12 months prior to and including 19 May 2004.



The Nedcon Depository Receipts price development from 1 May 2003 up to and including 30 June 2004, is depicted below.



Source: Datastream

Furthermore, at the request of the Management Board and the Supervisory Board collectively, NIB Capital Bank N.V. has provided an opinion on the fairness of the Offer, which is included in Chapter 6 ('Fairness opinion').

## 4.7 Financing of the Offer

The Offer values all outstanding Nedcon Securities at approximately EUR 31 million. voestalpine will obtain the funds for the acquisition from available cash and/or from available credit facilities.

## 4.8 Consequences of the Offer

### 4.8.1 Tax consequences for the Nedcon Securityholders accepting the Offer

A number of possible Dutch tax consequences for Dutch resident Nedcon Securityholders who accept the Offer are outlined below. This paragraph 4.8.1 is based on Dutch legislation as currently in force and on case law with regard to this Dutch legislation.

It is emphasised that not all possible tax consequences arising from the Offer are dealt with in this Offer Memorandum. This Offer Memorandum contains no tax advice and Nedcon Securityholders, particularly Nedcon Securityholders who are resident outside the Netherlands, are advised to consult their own tax adviser regarding the specific tax consequences the Offer may have for them.

References in this paragraph 4.8.1 to 'a private Nedcon Securityholder resident in the Netherlands' should be read as including a private Nedcon Securityholder who is deemed to be a resident of the Netherlands or who has opted for taxation as a resident in the Netherlands.

### Dutch private Nedcon Securityholders; investors

A private Nedcon Securityholder resident in the Netherlands who: (i) does not earn 'benefits from miscellaneous activities' in connection with the Nedcon Securities tendered by him under the Offer; (ii) does not attribute, and is not required to attribute the Nedcon Securities to the assets of an enterprise that is, in whole or in part, carried on for his account; (iii) does not attribute and is not required to attribute the Nedcon Securities to the assets of an enterprise to which he – other than as entrepreneur or shareholder – is co-entitled; and (iv) does not possess a 'substantial interest' in Nedcon, will not be subject to Dutch personal income tax (*inkomstenbelasting*) in connection with the Offer being declared unconditional and/or in connection with the settlement of the Offer as such.

## **Dutch private Nedcon Securityholders; entrepreneurs/co-owners**

A private Nedcon Securityholder who is resident in the Netherlands and who attributes or is required to attribute the Nedcon Securities tendered by him under the Offer to the assets of an enterprise that is, in whole or in part, carried on for his account, or who attributes or is required to attribute those Nedcon Securities to the assets of an enterprise to which he – other than as entrepreneur or shareholder – is co-entitled, realises for Dutch personal income tax purposes a taxable profit from a business activity. The taxable profit per tendered Nedcon Security resulting from the Offer is (at maximum) the difference between the Offer Price and its fiscal book value applicable under section 3.2 of the Income Tax Act 2001 (*Wet inkomstenbelasting 2001*). Such a private Nedcon Securityholder is therefore subject to Dutch personal income tax in respect of such taxable profits from a business activity in connection with the Offer being honoured and/or with the settlement of the Offer as such.

## **Dutch private Nedcon Securityholders; substantial interest holders**

A private Nedcon Securityholder who is resident in the Netherlands and whose Nedcon Securities tendered under the Offer belong to a substantial interest, realises for Dutch personal income tax purposes taxable income from a substantial interest. The taxable income per tendered Nedcon Security resulting from the Offer is (at maximum) the difference between the Offer Price and its acquisition price applicable under section 4.6.2 of the Income Tax Act 2001 (*Wet inkomstenbelasting 2001*). Such a private Nedcon Securityholder is therefore subject to Dutch personal income tax in respect of such taxable income from a substantial interest in connection with the Offer being honoured and/or with the settlement of the Offer as such.

## **Dutch Nedcon Securityholders; legal entities subject to corporate income tax, not being fiscal investment institutions**

Entities resident in the Netherlands that are subject to the levy of corporate income tax, not being fiscal investment institutions within the meaning of article 28 of the Corporate Tax Act 1969 (*Wet op de vennootschapsbelasting 1969*), and foreign entities that allocate their Nedcon Securities to the assets of a Dutch enterprise that is, in whole or in part, carried on for their own account, realise in connection with the Nedcon Securities tendered under the Offer a taxable profit for Dutch corporate income tax purposes. The taxable profit per tendered Nedcon Security resulting from the Offer is (at maximum) the difference between the Offer Price and its fiscal book value. Such Nedcon Securityholders are therefore, in connection with the Offer being honoured and/or with the settlement of the Offer as such, subject to Dutch corporate income tax in respect of such taxable profits.

### **4.8.2 Future legal structure**

If the acquisition of Nedcon by voestalpine is consummated, voestalpine intends to maintain Nedcon as a separate corporate entity within the group of voestalpine affiliated companies, and to continue its principal place of business in the Netherlands.

Upon the Offer having been honoured, voestalpine will include Nedcon in the voestalpine group's internal treasury system. Furthermore, voestalpine, subject to the Offer being honoured, will negotiate with Nedcon's current lenders a continuation or rescheduling of outstanding credits with a view to stabilize and optimize Nedcon's current and future financing position.

At the EGM, an amendment of the Articles will be proposed so that, subject to the Offer being honoured, *inter alia*, all Nedcon Depository Receipts can be exchanged, without any restrictions, for Nedcon Shares and instead of the full structure regime now in place, the mitigated structure regime pursuant to article 2:155 of the DCC will be applicable to Nedcon. As a consequence of introducing the mitigated structure regime, the authority to appoint and dismiss members of the Management Board and to adopt the annual accounts of Nedcon, moves from the Supervisory Board to the GM.

Aside from the aforementioned amendment of the Articles, upon the Offer having been honoured, the Articles may, where necessary, be further amended to be in accordance with new legislation, as well as with articles of association customarily used for voestalpine AG's subsidiary businesses.

At a later stage, the GM, the Management Board, the Supervisory Board and the Works Council will discuss implementation of new legislation on the mandatory two tier regime.

### 4.8.3 Social policy

In 2003, Nedcon employed an average number of 576 employees (2002: 563). Due to Nedcon's restructuring in 2003, Nedcon employed 496 employees at year-end 2003.

It is intended that Nedcon will be integrated in the 'Division Profilform' of voestalpine AG, in order to optimise the synergistic potentials available both in voestalpine Krems Finaltechnik and Nedcon.

The Offer as such will not have any negative effect on employment and/or the employment conditions of Nedcon employees.

### 4.8.4 Composition of the Management Board and Supervisory Board

The Management Board currently consists of one (1) member, being Mr. L.P. de Jong.

It is voestalpine's current intention to retain Mr. De Jong as CEO of Nedcon, on terms to be discussed with voestalpine, and to have a second member of the Management Board appointed who will be responsible for financial and commercial matters.

It is voestalpine's current intention that Mr. Stegweg, currently a non-statutory (titular) director, will remain to be employed by Nedcon until 31 December 2006, as non-statutory director Project Development (with a special focus on Russia), on terms to be agreed upon with voestalpine.

The Supervisory Board currently consists of Mr. J.C. Terlouw (chairman), Mr. B. Doorenbos and Mr. A.J. Joldersma. Upon the Offer being honoured, Mr. Terlouw will resign as chairman of the Supervisory Board, but will stay on as a Supervisory Board member until the presentation of the Nedcon results for the financial year 2004, but in any event until 1 April 2005 at the latest. Mr. Joldersma will resign at the date on which the Offer will be honoured. Subsequently, it is voestalpine's intention to put into place a structure in order to assure that all members of the Supervisory Board will be members nominated by voestalpine, of whom at least one member will be of Dutch nationality. It is voestalpine's current intention to enter into discussions with Mr. Doorenbos regarding the Dutch nationality position within the Supervisory Board.

See also Chapter 7, paragraph 7.2.3 ('Management Board') and paragraph 7.2.4 ('Supervisory Board').

### 4.8.5 De-listing and buy-out procedure

Upon the Offer having been honoured, Nedcon will consult with Euronext in order to terminate the listing of the Nedcon Depositary Receipts as soon as possible. voestalpine and Nedcon shall further endeavour to buy-out the minority holders of Nedcon Securities who have not tendered their Nedcon Securities under the Offer, by way of the statutory buy-out procedure (article 2:92a of the DCC), or alternatively co-operate to initiate either a statutory merger, de-merger or any other procedures and/or proceedings required to effectuate that such minority holders of Nedcon Securities will cease to hold Nedcon Securities.

Holders of Nedcon Depositary Receipts who choose not to tender their Nedcon Depositary Receipts under the terms of the Offer therefore risk holding shares in a thinly traded, illiquid stock.

## 4.9 Break up fee

In consideration of voestalpine having incurred substantial costs and made substantial efforts in relation to the Offer and having through the Offer enhanced the possibility of a third party making a Third Party Offer, Nedcon shall within one week pay to voestalpine a fee of EUR 1.75 million, if and when either:

- (i) voestalpine has withdrawn the Offer on the grounds that the condition as set forth in paragraph 4.3 (g) has not been satisfied; or
- (ii) a Third Party Offer with an offer consideration which is higher than the Offer Price has been consummated before the expiration of a 6 months period after the date of voestalpine's withdrawal of the Offer pursuant to a Third Party Offer Breach; or

- (iii) a Third Party Offer with an offer consideration which is higher than the Offer Price has been consummated before the expiration of a 6 months period after the date of voestalpine's withdrawal of the Offer on the ground that the condition as set forth in paragraph 4.3 (b) has not been satisfied.

#### 4.10 Other statements required pursuant to the Decree

In addition to the other statements set out in this Offer Memorandum, the management board of voestalpine makes the representations set out in this paragraph 4.10 under (a), (b), (c), (d), (g), (h), (i), and (j), and the Management Board and the Supervisory Board hereby make the representations set out in this paragraph 4.10 under (a), (c), (e), (f), (g), (h), (i) and (j), as follows:

- (a) There have been consultations between the respective management boards of voestalpine AG and Nedcon with respect to the Offer, which have resulted in an agreement.
- (b) With due observance of, and without prejudice to the restrictions referred to in Chapter 1 ('Important information and restrictions'), the Offer applies to all outstanding Nedcon Securities and applies equally to all Nedcon Securityholders.
- (c) Apart from their regular compensation, no financial compensation will be made to the retiring members of the Supervisory Board.
- (d) On the date of this Offer Memorandum, the voestalpine group does not hold any Nedcon Securities, directly or indirectly.
- (e) On the date of this Offer Memorandum, Nedcon does not hold any share interests in the voestalpine group, directly or indirectly.
- (f) The parties mentioned in Chapter 4, paragraph 4.4.1 ('Committed Nedcon Securities') and paragraph 4.4.2 ('Options'), have committed themselves to accept the Offer.
- (g) Save as referred to in section (f) above, no other Nedcon Securityholders have committed themselves to accept the Offer.
- (h) No transactions have taken place with individuals and/or legal persons within the meaning of article 9i, sub-section s. and/or t. and/or u. of the Decree.
- (i) The information set out in article 9p of the Decree has been provided to the AFM.
- (j) The AFM, Euronext, the Works Council, the relevant trade unions within Nedcon as well as the Social and Economic Council have been informed about the Offer.

#### 4.11 Envisaged timetable

Saturday 17 July 2004	Announcement that the Offer Memorandum is available as from Monday 19 July 2004 and that the Acceptance Period will start on Monday 19 July 2004;
Saturday 17 July 2004	Announcement regarding the convocation of the EGM;
Monday 19 July 2004	Availability of the Offer Memorandum and first day of the Acceptance Period;
Monday 2 August 2004 (15.00 hours CET)	EGM;
Monday 23 August 2004 (15.00 hours CET)	Closing Date (unless the Acceptance Period is extended);
Ultimately on Monday 30 August 2004 (unless the Acceptance Period is extended, in which event this date will be no later than the fifth Trading Day after the date on which the extended Acceptance Period ends)	Announcement whether or not the Offer will be honoured; and

---

Ultimately on Monday 6 September  
2004 (unless the Acceptance Period is  
extended, in which event this date will  
be no later than the fifth Trading Day  
after the date on which the Offer is  
honoured)

Settlement Date.

---

## CHAPTER 5 RECOMMENDATION TO NEDCON SECURITYHOLDERS

Dear Nedcon Securityholder,

We, the Management Board and the Supervisory Board, have duly considered the strategic, financial and social aspects of the Offer on the basis of the considerations set out in this Offer Memorandum, and conclude that a joining of forces between the voestalpine group and Nedcon is in the best interest of Nedcon, the Nedcon Securityholders and all other parties involved. Also taking into account the fairness opinion of NIB Capital Bank N.V. as expressed in Chapter 6 ('Fairness opinion') of this Offer Memorandum, we believe the Offer is fair (*redelijk en evenwichtig*) and we therefore fully recommend the acceptance of the Offer.

19 July 2004

### Management Board

Mr. L.P. de Jong (CEO)

### Supervisory Board

Mr. J.C. Terlouw (chairman)

Mr. B. Doorenbos

Mr. A.J. Joldersma

## CHAPTER 6 FAIRNESS OPINION

# NIBC Capital

NIB CAPITAL BANK NV  
Carnegie plein 4  
2517 KJ The Hague  
PO Box 380  
2501 BH The Hague  
The Netherlands

The Supervisory Board and  
The Management Board of  
Nedcon Groep N.V.  
Nijverheidsweg 26  
7005 BJ Doetinchem  
The Netherlands

16 July 2004

Dear Sirs,

We understand that **voestalpine/nedcon B.V.** (**'voestalpine'**), a private company with limited liability incorporated and existing under the laws of the Netherlands, having its statutory seat at Amsterdam, the Netherlands, an indirectly wholly owned subsidiary of **voestalpine AG**, intends to make a public offer (the **'Offer'**) to acquire all outstanding depository receipts of shares and all outstanding shares held by parties other than Stichting Administratiekantoor van Aandelen Nedcon Groep N.V. (together the **'Shares'**) in the share capital of Nedcon Groep N.V. (**'Nedcon'** or the **'Company'**), a public company with limited liability incorporated and existing under the laws of the Netherlands, of which the depository receipts of shares are listed on the stock exchange of Euronext Amsterdam N.V., having its statutory seat at Doetinchem, the Netherlands, with an offer price of EUR 19.20 per Share in cash (the **'Consideration'**).

You have requested NIB Capital Bank N.V. (hereafter **'NIBC'**) to provide you with an opinion as to the fairness, from a financial point of view, of the Consideration to be received by the holders of Shares.

In arriving at our opinion, NIBC has:

- I. Reviewed the terms and conditions of the Offer as set out in the offer memorandum, substantially in the form of the draft dated 16 July 2004 (**'Offer Memorandum'**);
- II. Reviewed certain publicly available business and financial information relating to Nedcon, such as annual reports, company presentations and press releases;
- III. Reviewed internal financial budgets and forecasts relating to Nedcon, prepared by the management of Nedcon, and discussed them with the management of Nedcon;
- IV. Discussed with the management of Nedcon past and current business operations, forecasts and future operations, as well as strategy, and the current and future financial condition of the Company;
- V. Reviewed historical market prices of the depository receipts of shares in Nedcon;
- VI. Reviewed certain publicly available information of companies engaged in business we believe to be comparable to Nedcon;
- VII. Reviewed, from a financial point of view, transactions involving companies we believe are comparable to Nedcon;
- VIII. Performed such other financial reviews and analyses as we, in our absolute discretion, deemed relevant and appropriate in arriving at our opinion.

---

# NIBC Capital

NIBC has assumed and relied upon, without independent verification, the truth, accuracy and completeness of financial and other information and data publicly available or provided to us or otherwise reviewed by or discussed with us. We have not assumed and do not assume any liabilities and responsibilities therefor. In addition, we did not make an independent appraisal of the assets and liabilities of Nedcon. Accordingly, NIBC does not assume any responsibility or liability therefor. We have discussed the forecasts of Nedcon with the management and we have assumed that these forecasts reflect the best currently available estimates and judgements of the management of Nedcon with regard to the future financial performance of the Company. We have assumed and received confirmation from Nedcon, represented by its Management Board, that to the best of its knowledge no information has been withheld from us that could have had a material effect on this opinion.

Further, this opinion is based on financial, economic, monetary, market and other conditions in effect on, and the information made available to NIBC or used by us up to, the date hereof. This opinion focuses on the fairness, from a financial point of view, of the Consideration, and does not address any other issues such as the decision to recommend the Offer to the holders of Shares, which are matters solely for the Supervisory Board and Management Board of Nedcon. Subsequent developments in the aforementioned conditions might affect this opinion and the assumptions made in preparing this opinion, with regard to which NIBC is under no obligation to update, revise or reaffirm this opinion. Furthermore, NIBC has assumed that the Offer will be consummated on the terms and conditions laid down in the Offer Memorandum, without any material changes to, or waiver of, its terms or conditions. NIBC has not performed an independent investigation as to regulatory, legal, fiscal, accounting or actuarial related aspects of the Offer.

This letter and the opinion are provided solely for the benefit of the Supervisory Board and Management Board of Nedcon in connection with the Offer. It is not provided on behalf of, and shall not confer rights or remedies upon and does not constitute a recommendation by NIBC to any holder of Shares. At the request of Nedcon, this letter may nevertheless, for information purposes only, be incorporated in full in the Offer Memorandum.

NIBC has been retained to provide an opinion to the Supervisory Board and Management Board of Nedcon in connection with this transaction and we will receive a fee for our services. We have not been acting as an advisor in the negotiations between voestalpine and Nedcon concerning the conditions of the Offer.

Based upon and subject to the foregoing, we are of the opinion that as of the date hereof the Consideration is fair, from a financial point of view, to the holders of Shares.

Yours faithfully,

NIB Capital Bank N.V.



---

## CHAPTER 7 INFORMATION ON NEDCON

### 7.1 Profile

Since its start in 1969, Nedcon has been active in designing, producing and installing standard racking systems, and advanced, industrial high rise racking systems and custom-made industrial steel constructions.

The main facilities at Doetinchem, the Netherlands, and at Pardubice, Czech Republic and sales offices in Belgium, France, Germany, the United Kingdom, Hungary, Poland, Spain and the USA focus on the market for (components for) steel static storage systems, offering the following products: warehouses and distribution centres in Europe; automated storage and distribution centres in Europe and the USA (mainly turn-key projects with system partners); clad rack constructions: racking constructions with integrated roof and walls and custom-made constructions for the storage of special goods and for specific pick and place devices.

### 7.2 General information

#### 7.2.1 Incorporation

Nedcon was incorporated under the laws of the Netherlands on 3 July 1969 as a public limited company (*naamloze vennootschap*) named Nedcon Magazijninrichting N.V. By deed dated 20 July 1972, the company was converted into a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) named Nedcon Magazijninrichting B.V., which name was changed into Nedcon Exploitiemaatschappij B.V. by notarial deed dated 25 May 1982 and into Nedcon Groep B.V. by notarial deed dated 25 March 1986. Finally, by notarial deed dated 15 May 1990, the company was converted back into the public limited company (*naamloze vennootschap*) it is now, named Nedcon Groep N.V.

The Articles were last amended by notarial deed executed on 26 July 2002.

#### 7.2.2 Registered office

Nedcon Groep N.V.  
Nijverheidsweg 26  
7005 BJ Doetinchem  
P.O. Box 35  
7000 AA Doetinchem  
The Netherlands

Telephone: +31 (0) 314 – 33 44 55  
Telefax: +31 (0) 314 – 34 58 64  
E-mail: [info@nedcon.com](mailto:info@nedcon.com)  
Web: [www.nedcon.com](http://www.nedcon.com)

Nedcon is registered in the register of companies of the Chamber of Commerce of Centraal Gelderland under file number 09043438.

#### 7.2.3 Management Board

The Management Board currently consists of one (1) member, being:

Mr. Ir. L.P. de Jong – CEO

Mr. De Jong (1960) has been working for Nedcon since 1991 and has been a statutory director of Nedcon as from May 1999. As from April 2002, Mr. De Jong is the sole statutory director of Nedcon.

Mr. H.A. Stegweg (1939) is one of the founders of Nedcon and has been a Nedcon statutory director from July 1969 until April 2002, when he became a non-statutory (titular) director.

## 7.2.4 Supervisory Board

The Supervisory Board currently consists of three (3) members. The members of the Supervisory Board are:

Mr. Dr. J.C. Terlouw – chairman

In 1997, Mr. Terlouw (1931) became a member of the Supervisory Board. Mr. Terlouw is chairman of the management board of Koninklijke Schuttevaer in Rotterdam, the Netherlands, and of Syntens in The Hague, the Netherlands and of the supervisory board of ECN in Petten, the Netherlands. Mr. Terlouw is also a supervisory director of Aquanet B.V. in Nieuwegein, the Netherlands. Mr. Terlouw is the former minister of Economic Affairs (*minister van Economische Zaken*), former vice Prime Minister (*minister-president*) and former governor of the Gelderland Province (*commissaris van de Koningin in de Provincie Gelderland*), the Netherlands.

Mr. Drs. ir. B. Doorenbos

Mr. Doorenbos (1949) became a member of the Supervisory Board in 2003. Mr. Doorenbos is chairman of the management board of Vilenzo International N.V. in Tilburg, the Netherlands. He is also chairman of the supervisory board of Nedstat B.V. in Diemen, the Netherlands and chairman of the Foundation Fund For The Future of Medium-sized Companies (*Stichting Fonds Toekomst Middelgrote Ondernemingen*), the Netherlands.

Mr. Drs. A.J. Joldersma

Mr. Joldersma (1948) became a member of the Supervisory Board in 2000. Mr. Joldersma is currently also a managing director of Kramp Groep B.V. in Varsseveld, the Netherlands and former chairman of VNO NCW Achterhoek, the Netherlands and a supervisory director of Brihold B.V. in Breda, of Den Daas Groep B.V. in Doetinchem and of Albert Westerman B.V. in Doetinchem, all in the Netherlands.

## 7.2.5 Personnel

The average number of Nedcon employees in 2003 totalled up to 576 (2002: 563). Due to Nedcon's restructuring in 2003, the number of Nedcon employees at year-end 2003 amounted to 496.

On 21 May 2004, Nedcon informed the Works Council about the Offer. On the same date Nedcon, also on behalf of voestalpine, informed the relevant trade unions within Nedcon as well as the Social and Economic Council. Nedcon requested the advice of the Works Council about the Offer and the proposed amendment of the Articles. See Chapter 4, paragraph 4.8.2 ('Future legal structure'). The Works Council rendered its positive advice in this respect on 2 July 2004.

## 7.3 Recent developments and prospects

The restructuring of the production and sales organisation is progressing according to plan and is now near to completion. The market is showing signs of recovery, particularly in North America. This is reflected in the order book, which exceeds the comparable figures of last year, a substantial part of which relates to projects for the American market.

The level of investments in 2004 will be below the level of depreciation and other amounts written off in the same period. Nedcon expects to sell machinery to the joint venture in Moscow, resulting in a reduction of tangible fixed assets of approximately EUR 400,000.

The joint venture in Moscow will start to make a substantial contribution to turnover and results as from 2005.

Furthermore, Nedcon continues to be optimistic about the DLS modular automated picking system that is enjoying a great deal of interest since the successful realisation of the first project. Follow-up orders are expected in 2004 that will contribute to turnover and results chiefly in 2005.

---

Barring unforeseen circumstances, Nedcon expects that it will not yet realise a positive net result in 2004 as was communicated on 3 March 2004. However, it is expected that Nedcon's cash flow (net result + depreciation) will remain clearly positive in 2004.

## 7.4 Outlook and strategy

Nedcon is maintaining its strategy of seeking growth in markets in which Nedcon has already established itself, therefore Nedcon will continue to concentrate on the European and American markets.

In Europe, Nedcon will strengthen its position further by increasing its focus on end-customers who use manually operated systems. Especially in Germany, the United Kingdom and France, Nedcon is expanding its sales activities. The network of component dealers is also being significantly expanded in these and other European countries. Nedcon thus lays the foundations for stable capacity utilisation at its own production companies in Europe. In Europe, Nedcon keeps its focus on larger systems, supplied to or together with system integrators. Nedcon entered into a joint venture with a company in the Moscow area. This joint venture will produce locally and concentrate on the Russian market.

In the USA, Nedcon focuses only on the larger systems. By outsourcing more production activities there, Nedcon can respond more flexibly to market fluctuations, and is less dependant on the dollar exchange-rate.

## 7.5 Risk profile

Certain risks are inherent to Nedcon's business. Such risks include among others:

- Nedcon is active in the market for steel static storage systems. The economic downturn in the market in which Nedcon is active has resulted in the postponement of investments. A sustained downturn in this industry could negatively affect Nedcon's financial position and the realisation of its strategic goals. In addition, the European steel static storage systems market is highly competitive. Thus during periods of economic decline or fluctuations in demand, this may result in a significant oversupply and concurrent pricing pressures;
- Foreign exchange risks are hedged in order to minimise exchange rate risks. In the United States, Nedcon is aiming to limit its risk profile by implementing a strategy of increased outsourcing of production and sub-contracting;
- In recent years, the size of the projects has increased strongly. In the European steel static storage systems market it is common that systems integrators demand upfront bank guarantees. The increased size of projects will result in increasing financing needs. Due to the risk of postponement or cancellation of these larger projects, the financial results may fluctuate strongly;
- Due to the world-wide economic downturn and cancellation or postponement of projects, Nedcon has breached some covenants in the past. Nedcon's banks have indicated that Nedcon should attract additional risk bearing capital. However, there are no guarantees whether Nedcon will succeed in attracting additional risk bearing capital. Subject to certain conditions, Nedcon's banks have temporarily waived their right to demand repayment of the outstanding amounts under their loans to Nedcon in the case of certain events of default, including the non compliance with the requirement to attract risk bearing capital. This waiver will terminate at the earlier of (i) the expiration of two months after the Offer has been honoured, (ii) the date on which the Offer is revoked (*het bod is ingetrokken*), (iii) the date on which it becomes clear that the Offer will not be consummated for any other reason or (iv) 21 November 2004; and
- A significant portion of the cost price of Nedcon consists of the prices of hot-rolled and metallic coated steel sheet. In anticipation of increasing steel prices, Nedcon has purchased a large quantity of strategic steel. In recent months, the price of steel has indeed increased strongly, but due to this strategic steel inventory the impact of the increased steel prices was

mitigated. However, as soon as Nedcon again has to purchase steel it is questionable whether Nedcon will be able to pass these costs onto the customer if the high prices of steel continue. If not, this will result in severe pressure on margins.

## 7.6 Capital and shares

### 7.6.1 Share capital

The Nedcon authorised share capital amounts to EUR 600,000, divided into 4 million Nedcon Shares, each with a nominal value of EUR 0.15.

The issued share capital of Nedcon amounts to EUR 240,357, consisting of 1,602,380 Nedcon Shares with a nominal value of EUR 0.15 each, of which the StAK holds 1,602,375 Nedcon Shares (with a total nominal value of EUR 240,356.25) and for which an equal number of Nedcon Depository Receipts have been issued. Since 1990, the Nedcon Depository Receipts have been listed on Euronext (code NL0000440360).

Key figures (in EUR) per Nedcon Security	31-03-2004	2003	2002	2001	2000
Average number outstanding	1,602,380	1,602,380	1,602,380	1,531,024	1,484,172
Earnings	(0.67)	(4.94)	2.04	2.09	1.55
Net asset value	10.94	11.53	17.39	15.10	13.16
Price (period end)	16.00	15.60	20.95	20.95	16.95

### 7.6.2 Share price development

The table below gives an overview of the Nedcon Depository Receipts' highest and lowest closing price (in EUR) for the period 1 January 2003 through 8 July 2004.

	High	Low		High	Low
January 2003	22.00	20.50	December 2003	16.24	15.45
February 2003	21.60	16.08	January 2004	17.50	15.60
March 2003	22.50	16.00	February 2004	16.45	15.80
April 2003	16.50	13.56	March 2004	17.25	15.68
May 2003	14.84	14.00	April 2004	16.00	15.53
June 2003	14.72	10.70	May 2004	18.90	15.35
July 2003	11.25	10.60	June 2004	19.00	18.91
August 2003	16.05	11.05			
September 2003	14.90	13.60			Closing
October 2003	14.40	13.58	Thursday 1 July 2004 up to and		19.00
November 2003	16.25	13.61	including Friday 16 July 2004		

Source: Datastream

### 7.6.3 Dividend

Due to losses incurred in the financial year 2003, no dividend was paid to the Nedcon Securityholders for 2003. The table below shows the cash dividend per Nedcon Share paid in the last 5 years.

	2003	2002	2001	2000	1999
Dividend (in EUR)	—	1.00	1.20	0.60	0.50

## 7.6.4 Disclosure of Major Holdings in Listed Companies Act

Under article 2 of the Disclosure of Major Holdings in Listed Companies Act (*Wet melding zeggenschap in ter beurse genoteerde vennootschappen 1996*) the following notifications of interests in the subscribed share capital of Nedcon have been received by Nedcon.

Notification date	Nedcon Securityholder	% of interest
11-06-2003	Smootenburg B.V.	5.25%
29-01-2003	Decico B.V.	5.10%
04-09-2002	Vereniging Friesland Bank	7.24%
15-07-2002	Orange Deelnemingen Fund N.V.	8.11%
02-02-2001	Todlin N.V.	5.57%
27-04-2000	Driessen Beleggingen B.V.	5.24%
03-12-1999	West-End B.V.	10.48%
11-03-1997	Orange Fund N.V.	12.79%

Under article 2a of the Disclosure of Major Holdings in Listed Companies Act the following notifications of interests in the subscribed share capital of Nedcon have been received by Nedcon.

Notification date	Nedcon Securityholder	Nedcon Depository Receipts	Options
10-04-2003	L.P. de Jong (CEO)	0	64,500
01-09-2002	H.A. Stegweg (non-statutory director)	44,200	14,500
01-09-2002	J.C. Terlouw (chairman Supervisory Board)	2,042	0

At the date hereof, Mr. Doorenbos and Mr. Joldersma do not hold any Nedcon Securities and/or Options.

The number of Nedcon Securities currently held by the Nedcon Securityholders who have committed themselves to tender the Nedcon Securities held by them under the Offer, are described in paragraph 4.4 ("Committed Nedcon Securities").

## 7.7 Options

### 7.7.1 Share option schemes

Nedcon does not have in place any share option scheme, with general eligibility criteria and describing terms and conditions.

### 7.7.2 Number of Options outstanding

On 20 September 1999, Mr. Stegweg and Mr. De Jong, the two directors at the time, were each granted 14,500 Options on Nedcon Depository Receipts (in total 29,000 Options). The Options have a term of 5 years and the exercise price of these Options equals the stock exchange quotation on 20 September 1999, being EUR 14.60. On 16 October 2000, Mr. De Jong was granted another 50,000 Options on Nedcon Depository Receipts, with an exercise period of 5 years and an exercise price of (the stock exchange quotation on 16 October 2000, being) EUR 15.70. An overview is provided below.

Issue date	Holder of Options	Number of Options	Term in years	Exercise price (in EUR)
20-09-1999	L.P. de Jong	14,500	5	14.60
16-10-2000	L.P. de Jong	50,000	5	15.70
20-09-1999	H.A. Stegweg	14,500	5	14.60

On 25 January 2002, six Nedcon employees were each granted 2,000 Options on Nedcon Depository Receipts (in total 12,000 Options). These Options have a term of 5 years and an exercise price of EUR 21.54 and are therefore considered to be out of the money.

As a result, on the date of this Offer Memorandum, a number of 91,000 Options on Nedcon Depository Receipts are outstanding, 64,500 of which are held by the Management Board. The members of the Supervisory Board do not hold Options.

### 7.7.3 Exercise and transfer of Options

Subject to the Offer being honoured, Mr. De Jong (64,500 Options) and Mr. Stegweg (14,500 Options), have agreed to exercise the Options held by them at Closing and to tender the underlying Nedcon Securities to voestalpine under the terms of the Offer. voestalpine will accept, and pay the Offer Price for, the Nedcon Securities so tendered.

Furthermore, subject to any regulatory requirements, Nedcon and each of the members of the Management Board and the Supervisory Board shall use their reasonable endeavours to procure that the employees of Nedcon who are or shall become holders of (Nedcon Securities and/or) Options, tender these under the terms of the Offer. Reference is made to Chapter 4, paragraph 4.4 ('Committed Nedcon Securities').

## 7.8 Litigation

There are no pending actions, suits or proceedings against or affecting Nedcon which, if determined adversely to Nedcon, would in the view of Nedcon, individually or in the aggregate, have a material adverse effect on the financial position of Nedcon.

## 7.9 Financial results

### 7.9.1 Interim financial information first quarter 2004

Please note that the financial information over the first quarter of 2003 has not been audited or reviewed by an external auditor since Nedcon, as a rule, issues only annual figures and half-year figures to investors and the general public, and not quarterly figures as in this Offer Memorandum.

#### Consolidated balance sheets

(x EUR 1,000)	31-03-2004	31-12-2003
<b>ASSETS</b>		
<b>Fixed assets</b>		
Development costs	1,582	1,582
Goodwill	418	418
	<hr/>	<hr/>
Intangible fixed assets	2,000	2,000
	<hr/>	<hr/>
Land and buildings	7,257	7,400
Plant and equipment	7,334	7,745
Other tangible fixed assets	2,564	2,800
Assets under construction	58	0
	<hr/>	<hr/>
Tangible fixed assets	17,213	17,945
	<hr/>	<hr/>
Total fixed assets	<u>19,213</u>	<u>19,945</u>

## Consolidated balance sheets (continued)

(x EUR 1,000)	31-03-2004	31-12-2003
<b>Current assets</b>		
Raw materials and consumables	10,608	11,310
Work in progress	4,257	2,597
Stocks	14,865	13,907
Trade debtors	21,808	20,990
Taxes and social security contributions	2,763	1,454
Other debtor, prepayments and accrued income	1,571	1,676
Receivables	26,142	24,120
<b>Total current assets</b>	<b>41,007</b>	<b>38,027</b>
<b>Total assets</b>	<b>60,220</b>	<b>57,972</b>

(x EUR 1,000)	31-03-2004	31-12-2003
<b>LIABILITIES</b>		
Shareholders' equity	17,526	18,478
Provision for deferred taxation	1,856	1,856
Other provisions	91	91
Provisions	1,947	1,947
Long-term liabilities	515	555
Current portion of long-term liabilities	213	213
Banks	22,390	20,980
Advance payments received	4,960	5,170
Creditors	9,728	7,220
Other current liabilities, accruals and deferred income	2,941	3,409
<b>Current liabilities</b>	<b>40,232</b>	<b>36,992</b>
<b>Total liabilities</b>	<b>60,220</b>	<b>57,972</b>

## Consolidated profit and loss accounts

(x EUR 1,000)	31-03-2004	31-03-2003
NET TURNOVER	18,496	18,638
Movement in work in progress	1,660	47
Own work capitalized	125	125
<b>Total operating income</b>	<b>20,281</b>	<b>18,810</b>
Costs of raw materials and consumables	(9,149)	(7,214)
Costs of work subcontracted and other external charges	(4,976)	(5,530)
Wages and salaries	(2,994)	(3,722)
Social security costs	(400)	(470)
Pension costs	(159)	(191)
Depreciation and amortisation	(881)	(963)
Exceptional amounts written off current assets	0	0
Other operating expenses	(3,125)	(3,210)
<b>Total operating expenses</b>	<b>(21,684)</b>	<b>(21,300)</b>
Earnings before interests and taxes	(1,403)	(2,490)
Interest payable and similar charges	(207)	(216)
<b>Result before taxation</b>	<b>(1,610)</b>	<b>(2,706)</b>
Taxation	537	906
<b>Result after taxation</b>	<b>(1,073)</b>	<b>(1,800)</b>

## 7.9.2 Notes to the interim financial information first quarter 2004

### General

Nedcon's accounting policies, relevant to the first quarter 2004 financial interim information, are in all material aspects consistent with the accounting policies used in the Nedcon 2003 and 2002 consolidated financial statements.

### Turnover and operating income

In the first quarter of 2004, Nedcon realised an increase in operating income by approximately 7.8% compared to its operating income in the first quarter of 2003. Sales were comparable to the same period last year while the movement in work in progress increased substantially due to an increase in activity level during the first quarter of 2004. By comparison, the activity level in the first quarter of 2003 remained at a fairly stable (but low) level.

The 'Complex Systems' unit accounted for approximately 62% of Nedcon's turnover in the first quarter of 2004 while 'Basic Systems' accounted for the remaining 38%. Please refer to the table below for a geographical split of turnover.

#### Breakdown of net turnover first quarter 2004:

Netherlands	10.8%
Germany	13.6%
UK	6.2%
Other EU	28.3%
USA	39.6%
Other	1.5%
<b>Total</b>	<b>100.0%</b>



---

## Results

Nedcon reduced its loss after taxation in the first quarter of 2004 by approximately EUR 0.73 million compared to the first quarter of 2003.\* This can be attributed primarily to a reduction in operating expenses (excluding costs of raw materials and subcontracted work) of EUR 1 million (down 11.7%) compared to the same period last year reflecting the impact of the restructuring of Nedcon's production and sales organisation.

Nedcon's loss per share decreased from approximately EUR 1.12 per share in the first quarter of 2003 to EUR 0.67 per share in the first quarter of 2004.

\* Please note that the financial information over the first quarter in 2003 has not been audited or reviewed by an external auditor since Nedcon, as a rule, issues only annual figures and half-year figures to investors and the general public, and not quarterly figures as in this Offer Memorandum.

## Exceptional costs

Please note that certain exceptional costs related to the planned increase in risk bearing capital prior to the process of acquisition by voestalpine as well as costs related to the intended acquisition by voestalpine, have been recognised in the profit and loss account as per 31 March 2004 under "other operating expenses". These costs amounting to approximately EUR 525,000 include legal fees, advisory fees and waiver charges. Nedcon incurred a comparatively high proportion of its expected exceptional costs for the financial year 2004, in the first quarter of 2004. Without the abovementioned exceptional costs, Nedcon would have reduced its first quarter loss after taxation by approximately EUR 1.08 million compared to the first quarter of 2003.\*\*

\*\* Due to the impact of taxation, the after tax impact of the exceptional costs is not equal to the (pre-tax) amount of the exceptional costs.

## R&D expenses

Starting in 2002, Nedcon capitalised qualifying development (R&D) expenses on its balance sheet in order to comply with directive 210.2 of the guideline for Dutch accounting principles (richtlijn voor jaarverslaggeving). These capitalised development expenses are subsequently amortised over a period of 3 years. In the first quarter in 2004, the total investments in development amounted to approximately EUR 0.125 million which is equal to the amortisation of development expenses. Therefore, there is no change in the total amount of capitalised development expenses on the balance sheets as per 31 March 2004 and 31 December 2003.

## Cash flow

Nedcon's cash flow, defined as result after taxation plus depreciation and amortisation, amounted to EUR 0.19 million negative in the first quarter of 2004 compared to a negative cash flow of EUR 0.84 million in the first quarter of 2003. Please note that the exceptional costs as described above also had an adverse impact on Nedcon's cash flow in the first quarter of 2004.

Nedcon's *net* cash flow, defined as its total cash flow from operating, investing and financing activities amounted to EUR 1.41 million negative, of which EUR 1.15 million negative can be attributed to working capital movements and EUR 0.35 million negative can be attributed to the abovementioned exceptional costs.

## Shareholders' equity

As per 31 March 2004, Nedcon's shareholders' equity had decreased with approximately EUR 0.95 million compared to 31 December 2003. This decrease is largely explained by Nedcon's first quarter loss after taxation of EUR 1.07 million. The difference between the decrease of shareholders' equity and Nedcon's first quarter loss after taxation amounts to EUR 0.12 million and can be attributed to a result on a currency contract and currency and translation differences on equity of subsidiaries established in countries outside the Euro area.

### 7.9.3 Consolidated balance sheets

(x EUR 1,000)	31-12-2003	31-12-2002**	31-12-2001
<b>ASSETS</b>			
<b>FIXED ASSETS</b>			
Development costs	1,582	1,585	0
Goodwill	418	465	0
<b>Intangible fixed assets</b>	<b>2,000</b>	<b>2,050</b>	<b>0</b>
Land and buildings	7,400	17,306	15,456
Plant and equipment	7,745	8,767	7,649
Other tangible fixed assets	2,800	3,809	2,748
Assets under construction	0	0	0
<b>Tangible fixed assets</b>	<b>17,945</b>	<b>29,882</b>	<b>25,853</b>
<b>Total fixed assets</b>	<b>19,945</b>	<b>31,932</b>	<b>25,853</b>
<b>CURRENT ASSETS</b>			
Raw materials and consumables	11,310	15,962	5,430
Work in progress	2,597	2,601	1,397
<b>Stocks</b>	<b>13,907</b>	<b>18,563</b>	<b>6,827</b>
Trade debtors	20,990	24,200	19,898
Taxes and social security contributions	1,454	2,133	880
Other debtor, prepayments and accrued income	1,676	2,504	3,295
<b>Receivables</b>	<b>24,120</b>	<b>28,837</b>	<b>24,073</b>
<b>Total current assets</b>	<b>38,027</b>	<b>47,400</b>	<b>30,900</b>
<b>TOTAL ASSETS</b>	<b>57,972</b>	<b>79,332</b>	<b>56,753</b>
<b>LIABILITIES</b>			
<b>Shareholders' equity</b>	<b>18,478</b>	<b>27,863</b>	<b>23,123</b>
Provision for deferred taxation	1,856	6,488	5,519
Other provisions	91	91	165
<b>Provisions</b>	<b>1,947</b>	<b>6,579</b>	<b>5,684</b>
<b>Long-term liabilities</b>	<b>555</b>	<b>668</b>	<b>0</b>
Current portion of long-term liabilities	213	213	0
Banks	20,980	26,543	7,569
Advance payments received	5,170	2,637	4,514
Creditors	7,220	10,895	8,694
Other current liabilities, accruals and deferred income	3,409	3,934	7,169
<b>Current liabilities</b>	<b>36,992</b>	<b>44,222</b>	<b>27,946</b>
<b>TOTAL LIABILITIES</b>	<b>57,972</b>	<b>79,332</b>	<b>56,753</b>

## 7.9.4 Consolidated profit and loss accounts

(x EUR 1,000)	31-12-2003	31-12-2002**	31-12-2001
<b>NET TURNOVER</b>	<b>74,452</b>	<b>102,278</b>	<b>95,023</b>
Movement in work in progress	(518)	244	783
Own work capitalised	500	1,000	0
<b>Total operating income</b>	<b>74,434</b>	<b>103,522</b>	<b>95,806</b>
Raw materials and consumables	(32,583)	(35,609)	(38,812)
Subcontracted and other external charges	(18,655)	(29,524)	(24,190)
Wages and salaries	(14,120)	(14,574)	(12,567)
Social security costs	(1,864)	(2,064)	(1,913)
Pension costs	(744)	(677)	(480)
Depreciation and amortisation	(3,765)	(3,289)	(2,444)
Exceptional amounts written off current assets	(1,378)	0	0
Other operating expenses	(12,370)	(12,127)	(10,023)
<b>Total operating expenses</b>	<b>(85,479)</b>	<b>(97,864)</b>	<b>(90,429)</b>
<b>Earnings before interests and taxes</b>	<b>(11,045)</b>	<b>5,658</b>	<b>5,377</b>
Interest payable	(874)	(895)	(639)
<b>Result before taxation</b>	<b>(11,919)</b>	<b>4,763</b>	<b>4,738</b>
Taxation	4,011	(1,493)	(1,541)
<b>Result after taxation*</b>	<b>(7,908)</b>	<b>3,270</b>	<b>3,197</b>

- \* Certain exceptional costs related to the planned increase in risk bearing capital prior to the process of acquisition by voestalpine as well as costs related to the intended acquisition by voestalpine, have been recognised in the profit and loss account per 31 March 2004. These costs include legal fees, advisory fees and waiver charges and amount to approximately EUR 525,000. Nedcon incurred a comparatively high proportion of its expected exceptional costs for the financial year 2004, in the first quarter of 2004.
- \*\* In 2002, Nedcon changed its accounting policy regarding R&D expenses. In order to comply with directive 210.2 of the guideline for Dutch accounting principles (*Richtlijn voor jaarverslaggeving*), Nedcon capitalised qualifying development expenses on its balance sheet starting the financial year 2002. These capitalised expenses are subsequently amortised over a period of 5 years, in accordance with directive 210.2 of the guideline for Dutch accounting principles. Prior to 2002, Nedcon recognised such expenses in its profit and loss statement. The abovementioned change in the accounting policy resulted in an increase of Nedcon's result after taxation in the amount of EUR 0.65 million. Please refer to Nedcon's annual report for 2002 for further information.

## 7.9.5 Consolidated cash flow statements

(x EUR 1,000)	31-12-2003	31-12-2002	31-12-2001
Result after taxation	(7,908)	3,270	3,197
Depreciation and amortisation	3,765	3,289	2,444
<b>CASH FLOW</b>	<b>(4,143)</b>	<b>6,559</b>	<b>5,641</b>
Exchange differences on tangible fixed assets	382	(158)	(707)
Exchange differences on participating interests	(298)	(261)	429
Movement in provisions	(4,551)	895	2,360
Movement in working capital *	7,706	(19,411)	313
Other movements	486	-	(567)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(418)</b>	<b>(12,376)</b>	<b>7,469</b>
Investments in fixed assets	(2,313)	(8,901)	(8,630)
Sale of fixed assets	10,153	156	2
Purchased goodwill	-	(465)	-
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>7,840</b>	<b>(9,210)</b>	<b>(8,628)</b>
Share issuance through conversion (stock dividend)	-	1,798	871
Dividend	(1,602)	-	(1,837)
Movement in value of participating interests	(144)	(67)	(9)
Movement in long-term debt	(113)	668	-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>(1,859)</b>	<b>2,399</b>	<b>(975)</b>
<b>TOTAL NET CASH FLOW</b>	<b>5,563</b>	<b>(19,187)</b>	<b>(2,134)</b>

( = movement liquid assets and short-term bank debt)

\* Current assets less short-term debt (excluding liquid assets and short-term bank debt)

## 7.10 Notes to the financial results 2003

### 7.10.1 Notes to the consolidated financial statements

#### General

The accounting policies relate to the financial statements as a whole, including the consolidated financial statements that form a part thereof. All amounts in these financial statements are in euros, unless stated otherwise.

With effect from 2003, the presentation of the profit and loss account has been modified in line with model E of the Annual Accounts Formats Decree (*Besluit modellen jaarrekening*). The comparative figures have been restated accordingly.

#### Financing of the company

As a result of the loss incurred in 2003, Nedcon no longer met all the ratios required under the loan agreements with its banks at 31 December 2003. Given the size of the loss, the Net Debt / EBITDA ratio in particular is below the level required by the banks. The banks have issued a waiver for 2004 for the fact that Nedcon was in default at the end of 2003. One of the conditions of this waiver is the strengthening of the risk-bearing capital, which will also mean compliance with Nedcon's internal target solvency ratio. On the basis of contacts with potential providers of risk capital, the Management Board expects to be able to strengthen Nedcon's risk-bearing capital.\*

\* In view of the Offer, Nedcon currently does not expect to strengthen its risk bearing capital. Reference is made to the fourth bullet point of paragraph 7.5 above, in which it is set forth that Nedcon's banks have temporarily waived their right to demand repayment of the outstanding amounts under their loans to Nedcon in case of certain events of default, including the non compliance with the requirement to attract risk bearing capital.

## Basis of consolidation, group companies and participating interests

The consolidated financial statements include the financial data of Nedcon and the wholly-owned subsidiaries of the Nedcon group listed below. The financial data are consolidated in full and in accordance with group accounting policies. Inter-company balances and unrealised inter-company results are eliminated. In 2002, Nedcon acquired a 49.9% interest in Nedcon DLS B.V., Doetinchem. This shareholding is treated as a joint venture and is consolidated proportionally in accordance with group accounting policies. In November 2003, Nedcon concluded a Partnership Agreement for the incorporation of a joint venture in Russia. This joint venture will be incorporated in 2004.

The results of group companies and/or other participating interests acquired or sold during the financial year are included in the consolidation as from the effective date of acquisition or until the date of sale, respectively.

Production sites:	<ul style="list-style-type: none"><li>- Nedcon Magazijnrichting B.V., Doetinchem</li><li>- Nedcon Bohemia s.r.o., Pardubice (Czech Republic)</li></ul>
Sales offices:	<ul style="list-style-type: none"><li>- Nedcon Lagertechnik GmbH, Bocholt (Germany)</li><li>- Nedcon N.V., Mechelen (Belgium)</li><li>- Nedcon France SAS, Grand Fougeray (France)</li><li>- Nedcon Silesia Sp. z o.o., Wrocław (Poland)</li><li>- Nedcon Raktártechnikai Kft, Budapest (Hungary)</li><li>- SK Nedcon s.r.o., Bratislava (Slovak Republic)</li><li>- Nedcon UK Ltd., Watford (UK)</li><li>- Nedcon USA Inc., Harrison, Ohio (USA)</li><li>- Nedcon Components B.V., Doetinchem</li><li>- Nedconsult B.V., Doetinchem *</li><li>- Nedcon DLS B.V., Doetinchem (49.9%)</li></ul>
Non-active companies:	<ul style="list-style-type: none"><li>- Nedpark Parking Systems B.V., Maarssen</li><li>- Nedcon Logística Ibérica S.A., Barcelona (Spain)</li></ul>

\* Nedcon Hoogbouw- en Automatiseringstechniek B.V. changed its name in 2003.

Nedcon has applied article 2:403 of the DCC in respect of its wholly-owned Dutch subsidiaries, with the exception of Nedpark Parking Systems B.V.

## Foreign currency translation

Transactions denominated in foreign currencies are translated at the exchange rates on the transaction date. Receivables and payables relating to transactions not settled at the balance sheet date are translated at the exchange rates ruling at the balance sheet date. Resulting exchange differences are taken to the profit and loss account. Hedge transactions concluded to hedge currency risks are taken into account when determining the exchange results. This can lead to the recognition of accrued or deferred items.

The financial data of foreign group companies and participating interests are translated for valuation and consolidation purposes at the year-end exchange rates. Resulting translation differences are taken to reserves, as are exchange differences on loans granted to group companies and which are regarded as part of the investment in the participating interest. If such exchange differences are positive, these are accounted for as a separate non-distributable reserve. Negative differences are taken to other reserves. The items in the profit and loss accounts of foreign group companies are translated at the exchange rates ruling on the transaction date. This is approximated by using the average rates. The difference between the net profit of these group companies translated at the year-end exchange rate and at the average exchange rate is taken to reserves, in line with the above policy.

The following exchange rates were used at year-end 2003 / (2002):

GBP = EUR 1.41 (EUR 1.53), USD = EUR 0.79 (EUR 0.96), PLN = EUR 0.21 (EUR 0.25), 100 SKK = EUR 2.43 (EUR 2.41), 100 HUF = EUR 0.38 (EUR 0.42), 100 CZK = EUR 3.09 (EUR 3.17)

## Accounting policies – assets and liabilities

These financial statements have been prepared under the historical cost convention. Departures, if any, from historical cost rules are mentioned separately.

### Intangible fixed assets

Intangible fixed assets consist of goodwill paid on the acquisition of group companies and other participating interests, and expenditure on development activities that qualifies for capitalisation under Guideline 210 of the Guidelines for Annual Reporting in the Netherlands.

Goodwill is the positive difference between the acquisition price and Nedcon's share of the net asset value of the acquired entity. The net asset value is calculated as the fair value of the identifiable assets and liabilities of the acquired entity on the date of the transaction, determined on the basis of the accounting policies of Nedcon. Goodwill is amortised on a straight-line basis over its useful economic life.

With effect from the 2002 financial year, Nedcon has capitalised development costs in accordance with Guideline 210.2 on research and development costs. Under this Guideline, the costs of development activities are capitalised, provided that the capitalisation criteria are met. Development costs capitalised during the financial year are amortised for the first time in the following financial year. The costs are amortised over a period of three to five years, depending on the nature and expected future contribution to operating results of the development project. An amortisation period of five years was applied in the 2002 financial statements. This period was changed to three to five years following a new estimation of the useful economic life of the individual development projects. A legal reserve is formed for the amount of capitalised development costs.

### Tangible fixed assets

Tangible fixed assets are carried at current value less straight-line depreciation over their useful economic life.

Buildings:	30-40 years
Machinery and equipment:	5-10 years
Other fixed operating assets:	3-5 years

Current value is based on appraisals carried out by internal and external experts. These appraisals were carried out for the last time in the autumn of 2001, taking into account technical and economic developments. Appraisals are carried out every three years.

Since 2002, a net revaluation on a portfolio-of-assets-basis can no longer be accounted for and instead the revaluation reserve is determined on an item-by-item basis. Negative amounts are charged to other reserves, while positive amounts are taken to a separate revaluation reserve.

### Participating interests

Participating interests are carried at net asset value.

### Stocks

#### *Raw materials and consumables*

Stocks of raw materials and consumables are valued at the lower of purchase price and market value.

#### *Work in progress*

Work in progress relates to the projects carried out for third parties on the Nedcon site and is valued at the lower of direct production costs, plus a reasonable mark-up for overheads, and realisable value at the balance sheet date.

Invoiced instalments relating to work in progress are deducted from the balance. Invoiced instalments relating to (sub-)projects carried out at the client's site are netted off against the turnover still to be invoiced for these projects. A positive difference is recognised under trade debtors, while a negative difference is accounted for under current liabilities.

---

## **Debtors**

Debtors are carried net of value adjustments for doubtful debts. Profits on projects are recognised in proportion to the stage of completion, based on deliveries to the construction site, and accounted for as turnover still to be invoiced, net of instalments invoiced in advance.

## **Provision for deferred taxation**

A provision for deferred taxation is formed for differences between the valuation of assets and liabilities for financial reporting and for tax purposes, calculated on the basis of the tax rates ruling at the end of the financial year. An estimated discounted rate is used for temporary differences that will be reversed in the long term. This rate is dependent on the expected period in which the differences will be reversed, based on a discount rate of 4%.

## **Pensions**

Nedcon has an employee pension scheme, which is administered by the pension fund of the appropriate industrial insurance board. This industry pension fund charges an annual premium, based on average salary, which is fully funded immediately. Furthermore, a supplementary pension scheme, administered by an insurance company, is held for a small number of employees.

## **Other provisions**

Other provisions include a provision for a pre-pension scheme. This provision is calculated at its non-discounted value and is generally long-term in nature.

## **Financial instruments**

Financial instruments are recognised in the balance sheet at their face value, unless stated otherwise in the above accounting policies. Nedcon also uses derivatives (hedging and forward contracts and swaps) to hedge currency and interest rate exposures. These derivatives are valued in accordance with the policy for the underlying position. Results on derivatives are recognised at the same time as the results on the underlying positions.

## **Accounting policies – income and expenses**

### **Net turnover**

Net turnover represents the income according to the percentage of completion method of profit recognition, based on the delivery of (sub-)projects to the client's building site. This means that net turnover includes materials and services delivered to the building sites in proportion to the stage of completion, net of related VAT and discounts and commission. The percentage of completion of a project is therefore determined on the basis of the deliveries (ex-works) of materials and the progress of services (assembly) at the building site.

### **Operating expenses**

Production-related expenses and other expenses incurred in respect of ordinary operating activities are accounted for as operating expenses.

### **Taxation**

Taxation is the tax charge calculated on the profit before taxation at the ruling tax rates in the applicable countries, taking account of tax-exempt items, such as tax investment facilities, staff education allowances, non-deductible amounts and the participation exemption.

Nedcon forms a fiscal unit for corporate income tax purposes together with its wholly-owned Dutch participating interests, except for Nedpark Parking Systems B.V.

## Company profit and loss account

As Nedcon's results are included in the consolidated financial statements, the company profit and loss account is presented in abbreviated form in accordance with the provisions of article 2:402 of Book 2 of the DCC.

## 7.10.2 Notes to the consolidated balance sheet at 31 December 2003

### Intangible fixed assets

	Goodwill	Product development	Total
Balance at 1 January 2003	465	1,585	2,050
Capitalised development costs	–	500	500
Amortisation	(47)	(503)	(550)
Balance at 31 December 2003	418	1,582	2,000

Goodwill is amortised over a period of 10 years.

The capitalised development costs relate to the development costs of Nedcon Magazijninrichting B.V. (EUR 1.2 million) and the proportional share of the capitalised development costs of Nedcon DLS B.V. (EUR 0.4 million).

The accounting policies disclose that the expected useful economic life of the individual development projects was changed from five years to three to five years. The impact of this change in the current financial year is EUR 0.1 million negative (after tax).

### Tangible fixed assets

		Land and buildings	Machinery and equipment	Other fixed operating assets	Fixed assets under construction
Net book value at 1 January 2003	17,306	8,767	3,809	–	29,882
Additions	302	818	693	–	1,813
Disposals	(10,028)	–	(27)	–	(10,055)
Value adjustments	–	–	(98)	–	(98)
Reclassification	391	(59)	(332)	–	–
Depreciation	(382)	(1,655)	(1,178)	–	(3,215)
Exchange differences	(189)	(126)	(67)	–	(382)
Net book value at 31 December 2003	7,400	7,745	2,800	–	17,945
Cost	7,956	18,482	7,737	–	34,175
Revaluation	–	133	–	–	133
Current value	7,956	18,615	7,737	–	34,308
Accumulated depreciation	(556)	(10,870)	(4,937)	–	(16,363)
Net book value at 31 December 2003	7,400	7,745	2,800	–	17,945

Of the total net book value at 31 December 2003, EUR 11,710,000 relates to Nedcon Bohemia s.r.o. In 2003, a sale and leaseback transaction was concluded in respect of the property in Doetinchem. The sale proceeds of the property amounted to EUR 10,250,000. The gain on sale of EUR 222,000 has been deducted from other operating expenses.



## Work in progress

	Costs	Invoiced in advance	Carrying value
Work in progress factory/on-site 31-12-2002	3,115	(514)	2,601
Movement in 2003	(518)	514	(4)
Work in progress factory/on-site 31-12-2003	2,597	–	2,597

## Trade debtors

	Carrying value 2003	Carrying value 2002
Debtors	11,283	11,727
Turnover still to be invoiced	9,707	12,473
Balance at 31 December	20,990	24,200

## Other debtors, prepayments and accrued income

The balance of other debtors, prepayments and accrued income has fallen by some EUR 0.8 million compared with 2002, mainly as a result of the write down of a claim of EUR 1.4 million against a subcontractor in the US. The resulting expense has been taken to the profit and loss account as an exceptional value adjustment to current assets. Other debtors include a net amount of EUR 0.3 million due after more than one year.

## Shareholders' equity

Details of the composition of shareholders' equity can be found in the company-only financial statements.

## Provisions

	Provision for deferred taxation	Other provisions	Total
Balance at 1 January 2003	6,488	91	6,579
Addition	248	–	248
Release	(4,799)	–	(4,799)
Reclassification	(81)	–	(81)
Balance at 31 December 2003	1,856	91	1,947

The provision for deferred taxation relates to temporary differences between the valuation of assets and liabilities for financial reporting and for tax purposes. The provision also includes a deferred tax asset relating to carry-forward tax losses for an amount of EUR 216,000. Deferred tax assets are carried at their non-discounted value on the assumption that they will be set off against future profits. Deferred tax liabilities relate mainly to valuation differences on work in progress due to a different profit recognition method on projects for tax purposes. These liabilities are mainly short-term in nature. A deferred tax liability is also recognised on the revaluation of fixed assets. This liability was accounted for in the 2002 financial statements at an estimated discount rate of 25%. As a result of the

sale and leaseback transaction of the property in Doetinchem, the related deferred tax was realised in 2003. The resulting additional tax charge has been taken to the profit and loss account.

### Long-term liabilities

	Repaid in 2004	31-12-2003	31-12-2002
Lease company	213	455	668
Loan from third parties	-	100	-
	<u>213</u>	<u>555</u>	<u>668</u>

At year-end 2002, Nedcon purchased a number of machines using a finance lease. The lease commitments have a term of four years. The applicable interest rate is 4.42%. The repayment commitment for 2004 of EUR 213,000 is accounted for under current liabilities. The loan from third parties relates to the portion of the loan accounted for by the joint venture Nedcon DLS B.V. which is attributable to Nedcon. No repayment schedule has been agreed for this loan.

### Securities

Nedcon and most of its subsidiaries are jointly and severally liable for the debts to banks. Nedcon has concluded bilateral loan agreements with various banks. These agreements stipulate conditions for solvency, cash flow, the Net Debt / EBITDA ratio, interest cover, as well as *pari passu* statements and negative pledge provisions. The requirements differ for each bank. As a result of the loss incurred, Nedcon was in default vis-à-vis a number of banks at the end of 2003. A waiver has since been received in respect of the default, which is valid for the whole of 2004. In connection with this, Nedcon must provide additional securities in 2004.\*

\* Please refer to paragraph 7.5 and 7.10.1 ('General') above.

### Commitments and contingencies

#### Statement of joint and several liability

Pursuant to article 2:403 of the DCC, Nedcon has filed statements of joint and several liability in respect of the debts arising from the legal acts of its wholly owned Dutch subsidiaries, with the exception of Nedpark Parking Systems B.V.

#### Guarantees

A number of Nedcon's group companies have issued guarantees to customers and banks to an amount of over EUR 21 million at year-end 2003 (2002: EUR 32 million) via a 'guarantee account' at financial institutions.

#### Lease commitments

Lease commitments have been entered into in respect of vehicles and cars. The commitment for 2004 amounts to approximately EUR 0.5 million. Current commitments with a term of longer than one year amount to EUR 1.0 million. The contracts outstanding at the year end had an average remaining term of 1.5 years.

A sale and leaseback transaction was completed in 2003 in respect of the property in Doetinchem. Nedcon pays rent of EUR 0.2 million per quarter. The commitment for 2004 therefore amounts to EUR 0.8 million. Current commitments with a term of longer than one year amount to approximately EUR 6.6 million. After ten years, Nedcon can exercise a purchase option or extend the rental agreement by five years.

## Financial instruments

Nedcon uses financial instruments to hedge the following exposures:

1. cash flow risks arising on the invoicing of instalments on projects in foreign currencies;
  2. currency risks on long-term receivables from and investments in foreign subsidiaries;
  3. interest rate risks;
  4. credit risks.
1. Forward currency contracts have been concluded for a number of receivables and payables denominated in foreign currencies. At 31 December 2003, all contracts related to 2004. The fair value is the amount that would be paid or received if the contracts were to be fully settled on the balance sheet date, without further commitments. The fair value of these contracts amounted to EUR 79,000 positive at year-end. This unrealised gain has not been recognised in profit.
  2. At year-end 2003, a currency swap for an amount of CZK 350,000,000 was outstanding. This swap was used to largely hedge the currency exposure on a long-term receivable from Nedcon Bohemia s.r.o. The swap expired on 31 March 2004. The fair value approximates the carrying value.
  3. At year-end 2003, three interest rate derivatives were held to hedge the interest rate exposure for an amount of EUR 14,500,000. These derivatives were in the form of interest rate swaps, under which the variable interest rate was fixed for a certain period. The fair value of the derivatives listed below amounted to EUR 135,000 negative at the end of the financial year. This unrealised loss has not been recognised in the profit.

EUR 2,250,000	expiry date	16 November 2004	fixed interest rate 3.75%
EUR 2,250,000	expiry date	1 October 2005	fixed interest rate 3.58%
EUR 10,000,000	expiry date	30 January 2006	fixed interest rate 2.47%
(cancellable swap)			

4. The credit exposure is limited by observing the credit limits supplied by an insurance company when entering into contracts or by setting strict creditworthiness requirements for contract parties.

## Steel purchase commitments

At year-end 2003, Nedcon had commitments to purchase steel. At 31 December 2003, this commitment amounted to EUR 300,000.

## 7.10.3 Notes to the consolidated profit and loss account for 2003

### Net turnover

	2003	%	2002	%
Net turnover on goods	58,312	78	79,046	77
Net turnover on assembly	16,140	22	23,232	23
	74,452		102,278	

## Segment information

Nedcon's operations are divided into the primary segments Basic Systems and Complex Systems. Turnover and operating profit are allocated to the individual primary segments. The operating profit per segment is determined on the basis of the level of activities using certain assumptions about the allocation of costs. Given the extensive overlap between these two segments, Nedcon is not able to directly or reasonably allocate the carrying value of its assets, investments, amortisation and depreciation, and commitments to segments. Accordingly, no allocation is given for these items to the two segments.

The breakdown of net turnover by geographical area, expressed in percentages, is as follows.

	2003	2002
The Netherlands	20	14
Germany	19	17
UK	8	30
Other EU countries	20	20
US	12	9
Other non-EU countries	21	10
	<u>100</u>	<u>100</u>

The breakdown of net turnover by Business Unit, expressed in percentages, is as follows.

	2003	2002
Complex Systems	45	67
Basic Systems	55	33
	<u>100</u>	<u>100</u>

The breakdown of operating profit by Business Unit, expressed in percentages, is as follows.

Complex Systems	78	80
Basic Systems	22	20
	<u>100</u>	<u>100</u>

## Capitalised production costs of own assets

The capitalised production costs of own assets relate to the development costs capitalised during the financial year.

## Gross margin

Nedcon defines the term gross margin as the sum of net turnover and movements in work in progress, less costs of materials, assembly at the building site and other external charges, including the cost of temporary staff and transport. The gross margin, as defined above, shows the development of the profitability of completed projects and work in progress. The gross margin was EUR 22,696,000 in 2003 and EUR 37,389,000 in 2002. Expressed as a percentage of net turnover, the gross margin was 30.5% in 2003 and 36.5% in 2002.

## Amortisation and depreciation of fixed assets

	2003	2002
Intangible fixed assets		
Goodwill	47	—
Development costs	503	275
Tangible fixed assets		
Land and buildings	382	482
Machinery and equipment	1,655	1,468
Other fixed operating assets	1,178	1,064
	<u>3,765</u>	<u>3,289</u>

## Exceptional value adjustment to current assets

The exceptional value adjustment to current assets relates to the write-down of a claim of EUR 1.4 million against a subcontractor in the US.

## Other operating expenses

	2003	2002
Selling and representation	547	697
Repair and maintenance	1,136	1,744
Accommodation	1,996	1,439
Car, travel and hotel expenses	2,162	2,553
Other staff costs	1,092	1,361
Other operating expenses	5,437	4,333
	<u>12,370</u>	<u>12,127</u>

Other operating expenses include exceptional reorganisation and restructuring expenses in 2003 of EUR 1.6 million.

## Research and development costs

Total research and development costs charged to profit in the financial year, including the amortisation of development costs capitalised in the past, can be broken down as follows:

	2003	2002
Research and development costs *	256	279
Amortisation of development costs	503	275
Total	<u>759</u>	<u>554</u>

\* These costs do not meet the capitalisation criteria as set out in the accounting policy on intangible fixed assets.

## Taxation

	2003	2002
Net current charge	(437)	(524)
Prior years' charge	(103)	—
Release from / (addition to) provision for deferred taxation	4,551	(969)
Net credit / (charge)	4,011	(1,493)

The effective tax rate reflects the tax credit or charge in the profit and loss account as a percentage of the profit before tax. The relationship between the effective tax rate and the applicable tax rate is as follows:

	2003	2002
Applicable tax rate	34.6%	34.5%
Tax facilities	(0,0)%	(0,4)%
Tax losses available for compensation	(0,1)%	(0,9)%
Different rate applicable to foreign participating interests	(0,1)%	(0,4)%
Other factors	(0,7)%	(1,5)%
Effective tax rate	33.7%	31.3%

## Employee information

The average number of employees of Nedcon and its subsidiaries during the financial year – expressed in FTEs – can be broken down by department as follows:

	2003	2002
Management	2	2
Support staff	65	68
Sales	101	95
Engineering and product development	66	68
Production and logistics	282	275
Assembly	60	55
	576	563

At year-end 2003, Nedcon had 496 employees (FTEs). The significant difference between the number of employees at the year-end and the average number of employees is due to the reorganisation and restructuring in 2003. The average number of employees broken down by country is as follows:

	2003	2002
The Netherlands	283	292
Central Europe	258	236
Other	35	35
	576	563

## 7.11 Historic review

(x EUR 1,000)	31-12-2003	31-12-2002	31-12-2001
<b>Revenues and results</b>			
Net turnover	74,452	102,278	95,023
Earnings before interest and taxes (EBIT)	(11,045)	5,658	5,377
Result after taxation	(7,908)	3,270	3,197
Cash flow (result after taxation + depreciation)	(4,143)	6,559	5,641
<b>Capital and assets (y/e)</b>			
Balance sheet total	57,972	79,332	56,753
Shareholders' equity	18,478	27,863	23,123
Tangible fixed assets	17,945	29,882	25,853
Working capital	1,035	3,178	2,954
<b>Ratios</b>			
EBIT as a % of net turnover	(14.8)%	5.5%	5.7%
Current ratio	1.0	1.1	1.1
Solvency (shareholders' equity / balance sheet total)	31.9%	35.1%	40.7%
<b>Figures per share (in EUR)</b>			
(Loss) / earnings	(4.94)	2.04	2.09
<b>Other</b>			
Average number of employees	576	563	495

---

## **CHAPTER 8 AUDITORS' STATEMENTS**

### **8.1 Auditors' report**

In our opinion, the consolidated balance sheets, consolidated profit and loss accounts, consolidated cash flow statements and the historic review information for the financial years 2003, 2002 and 2001, as included in the Offering Memorandum (as set out in paragraph 7.9.3, 7.9.4, 7.9.5 and 7.11), are consistent, in all material respects, with the annual accounts for those years from which they have been derived. We issued unqualified auditors' reports on these annual accounts on March 18, 2004 (annual accounts 2003), March 5, 2003 (annual accounts 2002) and March 6, 2002 (annual accounts 2001).

For an understanding of the company's financial position and results and for an adequate understanding of the scope of our audit, the consolidated balance sheets, consolidated profit and loss accounts, consolidated cash flow statements and the historic review information should be read in conjunction with the annual accounts from which they have been derived and our auditors' reports thereon.

Apeldoorn, July 13, 2004

**Ernst & Young Accountants**

### **8.2 Review report**

#### **Introduction**

We have reviewed the accompanying interim figures, consisting of the consolidated balance sheet, the consolidated profit and loss account, the consolidated cash-flow statement and certain historic review information of Nedcon Groep N.V., Doetinchem, for the period January 1, 2004 to March 31, 2004, as included in the Offering Memorandum (as set out in paragraph 7.9.1). These interim figures are the responsibility of the company's management. Our responsibility is to issue a report on these interim figures based on our review.

#### **Scope**

We conducted our review in accordance with standards for review engagements generally accepted in the Netherlands. These standards require that we plan and perform the review to obtain moderate assurance about whether the interim figures are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and therefore provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

#### **Opinion**

Based on our review, nothing has come to our attention that causes us to believe that the interim figures do not comply with accounting principles for interim financial reporting generally accepted in the Netherlands.

Apeldoorn, July 13, 2004

**Ernst & Young Accountants**



---

## CHAPTER 9 INFORMATION ON VOESTALPINE

### 9.1 General information

#### 9.1.1 Incorporation

voestalpine is a private company with limited liability, incorporated under the laws of the Netherlands on 8 July 2004.

voestalpine is a wholly owned subsidiary of voestalpine Krems GmbH, a private company incorporated under the laws of Austria, having its statutory seat in Krems, Austria, and its registered office at Schmidhüttenstraße 5 in (3500) Krems, Austria. voestalpine Krems GmbH in turn is a wholly owned subsidiary of voestalpine AG, a public company incorporated and existing under the laws of Austria, having its statutory seat in Linz, Austria, and its registered office at Voest-Alpine-Straße 1 in (4020) Linz, Austria.

#### 9.1.2 Registered office

voestalpine/nedcon B.V.  
Fred. Roeskestraat 100  
1076 ED Amsterdam  
The Netherlands

Telephone: +43 (0) 732 6585 9516  
Telefax: +43 (0) 732 6980 5872  
E-mail: [hubert.possegger@voestalpine.com](mailto:hubert.possegger@voestalpine.com)  
Web : [www.voestalpine.com](http://www.voestalpine.com)

voestalpine is registered in the register of companies of the Chamber of Commerce of Amsterdam under file number 34209828.

#### 9.1.3 Management board

The voestalpine management board currently consists of 1 (one) member, being voestalpine Krems GmbH. The management board of voestalpine Krems GmbH consists of 3 (three) members, being Mr. Herbert Eibensteiner, Mr. Wolfgang Spreitzer and Mr. Reinhold Steiner.

voestalpine does not have a supervisory board in place.

#### 9.1.4 Equity

The authorised capital of voestalpine amounts to EUR 90,000, divided into 90 ordinary (registered) shares, each having a nominal value of EUR 1,000.

#### 9.1.5 Joint and several liability

voestalpine AG and Nedcon have agreed that voestalpine AG may be held jointly and severally liable for all obligations which voestalpine may incur in respect of the making of the Offer. The aforesaid agreement as to the joint and several liability of voestalpine AG, can also be called upon by a Nedcon Securityholder who tenders his Nedcon Securities under the Offer, as this agreement qualifies as an irrevocable third-party clause (within the meaning of article 6:253 of the DCC).

### 9.2 Profile of the voestalpine group

voestalpine AG is a leading manufacturer and distributor of a wide range of steel products, primarily serving customers in the European automotive, construction, general manufacturing and white goods industries, and in the railway industry world-wide. voestalpine AG traces its origins to Österreichische Alpine Montangesellschaft, founded in 1881, and Vereinigte Österreichische Eisen- und Stahlwerke Aktiengesellschaft, founded in 1945, which merged in 1973. In 1995, voestalpine AG was reorganised and privatised, and its shares were listed on the Vienna Stock Exchange.

---

## CHAPTER 10 EGM

The EGM will be held on Monday 2 August 2004, at 15.00 hours CET, at the offices of Nedcon in Doetinchem, at (7005 BJ) Nijverheidsweg 26, the Netherlands. The notification of this EGM will take place in the usual way and in accordance with the Articles.

The agenda for the EGM will include the following matters:

- discussion of the Offer in accordance with section 9q of the Decree; and
- proposed resolution to amend the Articles (subject to the condition of the Offer being honoured, *gestand gedaan*), as described in Chapter 4, paragraph 4.8.2 ('Future legal structure').

---

## CHAPTER 11 PRESS RELEASES

### 11.1 Friday 21 May 2004

*" This is a joint press release of Nedcon Groep N.V. and voestalpine AG. Not for release, publication or distribution, in whole or in part, in or into the United States, Canada, Australia or Japan. This announcement and related materials do not constitute an offer for (depository receipts of) ordinary shares in Nedcon Groep N.V., but are an announcement that the expectation is justified that agreement on an offer will be reached in due course as set out in this press release.*

#### Joint press release

#### **voestalpine intends to make a recommended cash offer of EUR 19.20 per Nedcon share**

voestalpine AG ("voestalpine"), the Austrian steel manufacturing and processing group listed on the Vienna Stock Exchange, and Nedcon Groep N.V. ("Nedcon"), the Dutch industrial storage systems group listed on Euronext Amsterdam, jointly announce that the expectation is justified that agreement can be reached between Nedcon and voestalpine on a recommended public offer by voestalpine for all outstanding (depository receipts of) ordinary shares in the share capital of Nedcon with an offer price of EUR 19.20 in cash per (depository receipt of an) ordinary share.

The Supervisory Board and Management Board of Nedcon, after having given due consideration to the strategic, financial and social aspects of the proposed transaction, have concluded that Nedcon joining the voestalpine group is in the best interest of Nedcon, its shareholders, employees, customers and all other stakeholders in Nedcon. It will put Nedcon in a much stronger commercial and financial position to further grow its business in the industrial storage systems market. The Supervisory Board and Management Board of Nedcon therefore fully support the intended offer and intend to recommend to holders of (depository receipts of) ordinary shares in Nedcon to accept such offer.

#### **The Offer**

voestalpine intends to make a public offer of EUR 19.20 in cash for each (depository receipt of an) ordinary share in Nedcon. The intended offer price represents:

- a premium of 24% relative to the closing price of EUR 15.50 of a depository receipt of an ordinary share in Nedcon on Euronext Amsterdam on 19 May 2004, the last trading day prior to this announcement on which depository receipts of ordinary shares in Nedcon were traded; and
- a premium of 32% to the average closing price of a depository receipt of an ordinary share in Nedcon over the last 12 months prior to this announcement.

The intended offer values all outstanding (depository receipts of) ordinary shares in Nedcon at approximately EUR 31 million.

#### **The Transaction Partners**

The voestalpine group is an internationally operating steel manufacturing and processing group, with its headquarters in Austria. In the 2002/2003 business year (fiscal year-end March), 22,737 employees achieved an operating profit of EUR 223 million and a net profit of EUR 78 million at a turnover of EUR 4.4 billion. The core business of the voestalpine group comprises the development, production, processing and sale of highest-quality steel products. The key customer sectors are the automotive industry, railways, construction and machinery industry.

The voestalpine group is one of Europe's most profitable steel companies with a clear focus on further down-stream growth. Its four divisions belong to the leading suppliers in their respective segment: The Division Steel produces and processes flat products, mainly for the automobile and household appliances industry. In the division motion, the Group concentrates its automotive activities, focussed on the body-in-white segment. The Division Railway Systems, as full service provider for the "steel

track", is the world's leading supplier of special rails and turnouts. voestalpine's Division Profilform produces light sections, custom-rolled and other steel shapes and welded tubes (hollow sections) for the construction, civil engineering, storage, automotive, general manufacturing and aerospace industries. The division maintains production facilities in a number of European locations (Austria, Belgium, the United Kingdom, the Czech Republic and Germany) and in the United States. It is one of the largest suppliers of light and special sections and a European leader in custom roll forming and hollow sections. Profilform is, by margin, the most profitable division in the voestalpine group.

voestalpine Krems Finaltechnik, part of the Division Profilform of voestalpine is with its main business unit active in similar areas as Nedcon. Main focus of voestalpine Krems Finaltechnik is the design, engineering, manufacturing and installation, including project management, of sophisticated storage solutions for fully automated warehouse systems but also for manually operated storage concepts. The remaining product portfolio of voestalpine Krems Finaltechnik comprises of the development, engineering, manufacturing of high voltage masts and road safety products with a focus on guardrail systems and steel culverts.

Nedcon is an international group engaged in the design, manufacture and installation of high quality industrial storage systems for the integrated systems market and the standard systems market. The systems are applied in large warehouses and distribution centres in virtually every industry. Nedcon stands out in its markets for the high quality of its own development capacity for design and construction, innovative features and quality in combination with thorough project management. Its operations are geared to customer and product-specific solutions.

Nedcon has production and sales facilities in Doetinchem (the Netherlands) and Pardubice (Czech Republic) and sales offices in another seven European countries and the United States. It is also represented in several countries through a select network of component retailers. Due to adverse market conditions, Nedcon generated sales revenues of only EUR 74.5 million in 2003 (EUR 102.3 million in 2002) and incurred a net loss of EUR 7.9 million in 2003 (net profit of EUR 3.3 million in 2002). Nedcon expects to generate sales revenues of EUR 100 million in 2004 and to at least break even in 2004.

### **Rationale for the intended offer**

With its Division Profilform, voestalpine is a global player in roll forming. Storage technology is a defined core business in which the company intends to grow its activities. Nedcon is the logic horizontal storage technology extension for voestalpine. Nedcon's and voestalpine's product portfolio and geographic coverage are largely complementary with limited areas of overlap. Combining their activities, voestalpine and Nedcon together will have the opportunity to build on each other's strengths and become a leading supplier in the worldwide storage technology market.

Given the presence of voestalpine and Nedcon in the Eastern European markets and Nedcon's production facilities in the Czech Republic and a newly established joint venture company in Russia, the combination of these two groups will further raise their market potential in these fast growing markets.

Furthermore, Nedcon will be able to compete more effectively for large projects in the industrial storage market as part of a large and financially strong group.

### **Organisation and Employment**

It is intended that Nedcon will be integrated in the Division Profilform of voestalpine, in order to optimise the synergistic potentials available both in voestalpine Krems Finaltechnik and Nedcon. The intended offer as such will not have any negative effect on employment and the employment conditions of Nedcon employees.

### **Undertakings to tender for approximately 55% of the outstanding share capital**

A group of shareholders holding an aggregate of approximately 885,900 depository receipts of ordinary shares in Nedcon (representing approximately 55% of the outstanding share capital) supports the intended offer. They have already undertaken to tender their depository receipts in Nedcon under the offer, if the intended offer is made.

---

## Next steps in the process

After complete agreement on the intended offer has been reached, a formal offer will be made to holders of (depository receipts of) ordinary shares in Nedcon. When made, the intended offer will be declared unconditional subject to, *inter alia*, the condition that such number of depository receipts and ordinary shares not held by the Share Depository Foundation (*Stichting Administratiekantoor van aandelen Nedcon Groep N.V.*) are tendered, that these together with the depository receipts and ordinary shares held by voestalpine at closing of the intended offer, represent at least 75% of the issued share capital of Nedcon. An offer memorandum containing the terms and conditions of the intended offer is expected to be made available to holders of (depository receipts of) ordinary shares in Nedcon by the end of June 2004.

Following the publication of the offer memorandum, Nedcon will convene an Extraordinary General Meeting of shareholders. At this meeting, matters discussed will include, amongst others, an explanation of the offer.

A substantial increase of Nedcon's risk bearing capital by current Nedcon shareholders as announced on 3 March 2004, would no longer be required if the intended public offer by voestalpine is completed.

The Netherlands Authority for the Financial Markets (*Autoriteit Financiële Markten*), Euronext Amsterdam N.V. and the secretary of the Social Economic Council (*Sociaal Economische Raad*) have been informed of the intended offer. Furthermore, the relevant trade unions have been notified. The Works Council of Nedcon has been informed and will be asked for advice. Notice of the transaction will be given to the relevant competition authorities.

Fortis Bank acts as financial advisor to voestalpine. Value Enhancement Partners acts as financial advisor to Nedcon.

This press release is a public announcement in the meaning of section 9b paragraph 2 sub a of the Dutch Decree on the Supervision of the Securities Trade 1995 (*Besluit toezicht effectenverkeer 1995*).

This press release is also published in the Dutch language. A summary of this press release will also be available in the German language. In the event of any inconsistency this English language version will prevail.

Doetinchem, The Netherlands, 21 May 2004

Linz, Austria, 21 May 2004

## Further information

For further information please contact:

Nedcon Groep N.V.  
L.P. de Jong, CEO, telephone: +31 (0)314 379542 or  
+31 (0)314 379507

voestalpine AG  
W. Nitterl, Company Spokesman, telephone: +43 732 6585 2090"

## 11.2 Friday 18 June 2004

*" This is a joint press release of Nedcon Groep N.V. and voestalpine AG. Not for release, publication or distribution, in whole or in part, in or into the United States, Canada, Australia or Japan. This announcement and related materials do not constitute an offer for (depository receipts of) ordinary shares in Nedcon Groep N.V., but are an announcement that the expectation is justified that agreement on an offer will be reached in due course as set out in this press release.*

### Joint press release

#### voestalpine and Nedcon make good progress on public offer for Nedcon

On 21 May 2004, voestalpine AG ("voestalpine") and Nedcon Groep N.V. ("Nedcon") announced the intention of voestalpine to make a recommended public offer for all outstanding depository receipts of shares and all outstanding shares held by parties other than the Stichting Administratiekantoor van aandelen Nedcon Groep N.V. ("StAK") in the share capital of Nedcon, each having a nominal value of EUR 0.15 (the "Nedcon Securities"), for an offer price of EUR 19.20 for each Nedcon Security (the "Offer"). Since that announcement, Nedcon and voestalpine have made good progress in their preparations for the launch of the Offer and wish to provide further information about the timing of the Offer.

This announcement is a public announcement as referred to in article 9g under 1c of the Decree on the Supervision of the Securities Trade 1995 (Besluit toezicht effectenverkeer 1995, the "Decree"), which requires voestalpine to make a public announcement within thirty days after the initial press release of 21 May 2004.

#### Timing

In view of voestalpine's and Nedcon's turnover, merger control notification obligations regarding the intended merger are expected to arise in five EU Member States. Pursuant to the EC Merger Control Regulation which came into force on 1 May 2004, the parties have requested that the European Commission deals with the case instead of the five relevant national authorities. Taking into account the timelines for this new notification procedure, it is currently expected that the Offer will be made around mid July 2004 (under the condition that the European Commission will grant the request and all other pre-commencement conditions will then have been satisfied or waived). voestalpine and Nedcon will make a public announcement in this respect, ultimately on 16 July 2004.

If making the Offer, the merger will need to be officially notified to the European Commission under the provisions of the EC Merger Control Regulation. A clearance from the European Commission in this respect, and in conjunction therewith, the closing of the Offer, is expected in the second half of August 2004.

#### Committed Nedcon Securities

In the above mentioned public announcement of 21 May 2004 information was given on the number of Nedcon Securities that had been committed in respect of the intended Offer. In addition thereto, voestalpine and Nedcon hereby announce that Messrs. H.A. Stegweg (non-statutory director of Nedcon, holding 44,200 Nedcon Securities) and J.C. Terlouw (chairman of the Supervisory Board of Nedcon, holding 2,042 Nedcon Securities) have also agreed to tender the Nedcon Securities held by them under the Offer, such subject to the condition of the Offer being honoured. Accordingly, as to the date hereof, an aggregate number of 932,134 Nedcon Securities (representing approximately 58% of all outstanding Nedcon Securities) have been committed in respect of the intended Offer.

This press release is also published in the Dutch language. In the event of any inconsistency this English language version will prevail.

Doetinchem, The Netherlands, 17 June 2004

Linz, Austria, 17 June 2004

---

## Further information

For further information please contact:

Nedcon Groep N.V.

L.P. de Jong, CEO, telephone: +31 (0)314 334455

voestalpine AG

W. Nitterl, Company Spokesman, telephone: +43 732 6585 2090"

## 11.3 Friday 2 July 2004

**"Although Nedcon's performance is recovering, it is expected that Nedcon will not yet realise a positive net result in 2004, particularly due to exceptional costs.**

In the first months of 2004 Nedcon's turnover and result increased substantially compared to 2003. Furthermore the volume of orders received for 2004 and 2005 is showing a healthy growth, despite the fact that customers in Europe still display a cautious attitude towards investing in capital goods.

Nedcon incurred substantial costs in respect of the preparation for the increase in risk bearing capital and the intended acquisition by voestalpine. As a consequence, it is expected that Nedcon will not yet realise a positive net result in 2004 as was communicated on March 3, 2004. In addition, increasingly volatile raw material prices (steel) are a source of uncertainty. However, it is expected that Nedcon's cash flow (net result + depreciation) will remain clearly positive in 2004.

Nedcon will announce its half-year results on September 8.

*Nedcon Groep N.V. designs, manufactures and assembles industrial storage systems for the integrated systems market and the standard systems market. Through its innovative strength, thorough project management and attention to safety, Nedcon has built up a leading international position. The group has production locations in the Netherlands and the Czech Republic."*

The press release in this paragraph 11.3 has been issued by Nedcon alone.

## CHAPTER 12 DUTCH SUMMARY (NEDERLANDSE SAMENVATTING)

### 12.1 Inleiding

In dit hoofdstuk wordt een samenvatting gegeven van de belangrijkste kenmerken van het Bod. Er wordt uitdrukkelijk op gewezen dat deze samenvatting niet volledig is en niet alle informatie bevat die voor de Aandeelhouders Nedcon van belang is, teneinde zich een afgewogen oordeel te kunnen vormen over het Bod. Het lezen van deze samenvatting mag derhalve niet worden beschouwd als een alternatief voor het lezen van het volledige Biedingsbericht.

De Aandeelhouders Nedcon wordt geadviseerd het gehele Biedingsbericht zorgvuldig te bestuderen en zonodig onafhankelijk advies in te winnen teneinde zich een afgewogen oordeel te kunnen vormen over het Bod en al hetgeen in dit Biedingsbericht wordt besproken en beschreven.

### 12.2 Definities

De in dit Biedingsbericht gehanteerde termen hebben de volgende betekenis:

Aandeelhouders Nedcon	De houders van Aandelen Nedcon;
Aandelen Nedcon	De Certificaten Nedcon en de Aandelen Nedcon op naam die niet door de StAK worden gehouden;
Aandelen Nedcon op naam	De aandelen op naam in het kapitaal van Nedcon, met een nominale waarde van EUR 0,15 elk;
Aanmeldingstermijn	De periode waarin Aandeelhouders Nedcon hun Aandelen Nedcon kunnen aanbieden aan voestalpine onder de voorwaarden van het Bod. Deze periode begint op maandag 19 juli 2004 en eindigt op maandag 23 augustus 2004 om 15.00 uur CET, behoudens verlenging door voestalpine tot een latere datum in overeenstemming met artikel 9o lid 5 Bte, in welk geval de Aanmeldingstermijn op deze latere datum zal verstrijken;
BAvA	De buitengewone algemene vergadering van houders van Aandelen Nedcon op naam die zal worden gehouden op maandag 2 augustus 2004 om 15.00 uur CET, alwaar, conform artikel 9q Bte, onder meer het Bod zal worden besproken en toegelicht;
Betaaldag	De datum van betaling van de Biedprijs aan de Aandeelhouders Nedcon die hun Aandelen Nedcon aan voestalpine hebben aangeboden en geleverd onder de voorwaarden van het Bod, zijnde uiterlijk de vijfde Beursdag na de datum waarop voestalpine heeft bekend gemaakt dat zij het Bod gestand doet;
Beursdag	Een handelsdag op Euronext;
Biedingsbericht	Dit biedingsbericht waarin het Bod wordt beschreven;
Biedprijs	Het bedrag van EUR 19,20 in contanten geboden door voestalpine aan alle Aandeelhouders Nedcon voor elk Aandeel Nedcon dat is aangemeld en geleverd onder de voorwaarden van het Bod;
Bod	Het aanbevolen bod in contanten dat door voestalpine is uitgebracht op de Aandelen Nedcon, zoals beschreven in dit Biedingsbericht;
Bte	Besluit toezicht effectenverkeer 1995;
Certificaten Nedcon	De certificaten van Aandelen Nedcon op naam, genoteerd aan Euronext;
CET	Central European Time (Centraal Europese Tijd);



Derde Bod	Elk mondeling of schriftelijk bod van een derde op Aandelen Nedcon, of in aandelen Nedcon converteerbare effecten, rechten of opties ter inschrijving op of verkrijging van dergelijke aandelen of converteerbare effecten, of op bezittingen van welke aard ook van Nedcon of elke andere overeenkomst die de transactie met betrekking tot het Bod wezenlijk negatief kan beïnvloeden;
Derde Bod Inbreuk	Een handelen van Nedcon in strijd met de afspraken die zij met voest Alpine heeft gemaakt ten aanzien van een Derde Bod;
EUR	Euro, het huidige wettige betaalmiddel van de Economische en Monetaire Unie;
Euronext	Euronext Amsterdam N.V., of het segment van de Officiële Markt van Euronext Amsterdam N.V., afhankelijk van de context;
Fortis Bank	Fortis Bank (Nederland) N.V.;
Ondernemingsraad	De ondernemingsraad van Nedcon Magazijninrichting B.V., een 100% dochteronderneming van Nedcon, ingesteld krachtens de Wet op de ondernemingsraden;
Opties	De uitstaande rechten op uitgifte of levering door Nedcon van Certificaten Nedcon of Aandelen Nedcon op naam;
Nedcon	De naamloze vennootschap Nedcon Groep N.V., statutair gevestigd te Doetinchem, aldaar kantoorhoudende aan de Nijverheidsweg 26 (7005 BJ);
SER	Sociaal Economische Raad;
Sluiting van de Aanmeldingstermijn	15.00 uur CET op de laatste dag van de Aanmeldingstermijn;
StAK	De stichting Stichting Administratiekantoor van Aandelen Nedcon Groep N.V., statutair gevestigd te Doetinchem, aldaar kantoorhoudende aan de Nijverheidsweg 26 (7005 BJ);
Statuten	De statuten van Nedcon zoals die op enig moment luiden;
Toegelaten Instellingen	De instellingen die tot Euronext zijn toegelaten;
voest Alpine	De besloten vennootschap met beperkte aansprakelijkheid voest Alpine/nedcon B.V., statutair gevestigd te Amsterdam, aldaar kantoorhoudende aan de Fred. Roeskestraat 100 (1076 ED).

In het enkelvoud uitgedrukte definities omvatten tevens de meervoudsvorm en vice versa.

## 12.3 Het Bod

### 12.3.1 Inleiding

Op 21 mei 2004 hebben voest Alpine AG en Nedcon gezamenlijk aangekondigd dat de verwachting gerechtvaardigd was dat overeenstemming zou kunnen worden bereikt over een aanbevolen openbaar bod van EUR 19,20 in contanten van voest Alpine AG op alle Aandelen Nedcon. In het persbericht van 18 juni 2004 hebben voest Alpine AG en Nedcon gezamenlijk informatie verschaft omtrent het tijdspad van het Bod. Zie ook de in hoofdstuk 11 opgenomen persberichten en paragraaf 12.4.2 hierna.

Gelet op de omzet van voest Alpine en Nedcon, zouden als gevolg van de voorgenomen fusie meldingsplichten ontstaan onder het concentratietoezicht van vijf EU-lidstaten. voest Alpine en Nedcon hebben op 8 juni 2004 een kennisgeving (een zogeheten "Formulier RS") ingediend bij de Europese Commissie, als gevolg waarvan de zaak thans centraal zal worden behandeld door de Europese Commissie. Op 8 juli 2004 is de zaak officieel ter goedkeuring bij de Europese Commissie aangemeld (door middel van een zogeheten "Formulier CO").

voest Alpine AG heeft voest Alpine aangewezen het Bod uit te brengen. voest Alpine is een 100% dochteronderneming van voest Alpine Krems GmbH, een private onderneming opgericht naar Oostenrijks recht, aldaar statutair gevestigd in Krems, die op haar beurt een 100% dochteronderneming is van voest Alpine AG, een publieke onderneming opgericht naar Oostenrijks recht, aldaar statutair gevestigd in Linz. voest Alpine AG en Nedcon zijn overeengekomen dat voest Alpine AG hoofdelijk aansprakelijk kan worden gehouden voor alle verplichtingen die voor voest Alpine mochten voortvloeien uit het doen van het Bod. Deze overeengekomen hoofdelijke aansprakelijkheid van voest Alpine AG kan ook worden ingeroepen door een Aandeelhouder Nedcon die zijn Aandelen Nedcon heeft aangemeld onder het Bod, omdat deze overeengekomen aansprakelijkheid kwalificeert als een derdenbeding in de zin van artikel 6:253 van het Burgerlijk Wetboek.

### 12.3.2 Uitnodiging aan de Aandeelhouders Nedcon

Onder verwijzing naar de mededelingen, voorwaarden en beperkingen zoals vermeld in dit Biedingsbericht, worden Aandeelhouders Nedcon hierbij uitgenodigd hun Aandelen Nedcon onder het Bod aan voest Alpine ter verkoop aan te bieden op de wijze en onder de voorwaarden zoals hierna beschreven.

- (a) voest Alpine doet een aanbevolen openbaar bod in contanten op alle Aandelen Nedcon. Voor elk Aandeel Nedcon dat onder de voorwaarden van het Bod zoals uiteengezet in dit Biedingsbericht wordt aangeboden, biedt voest Alpine EUR 19,20 in contanten.
- (b) Aandeelhouders Nedcon worden verzocht om voor het einde van de Aanmeldingstermijn (via hun eigen bank of commissionair) via de Toegelaten Instellingen aan Fortis Bank kenbaar te maken dat zij het Bod accepteren. Met inachtneming van de bepalingen in het Bte, zal een aanmelding van Aandelen Nedcon onherroepelijk zijn.

Toegelaten Instellingen kunnen uitsluitend door middel van schriftelijke acceptatie Aandelen Nedcon aanmelden bij Fortis Bank (Afdeling Transactie Support, Rokin 55 in 1012 KK) Amsterdam, fax nummer +31 (0)20 – 527 1963). Via deze acceptatie verklaren de Toegelaten Instellingen de aangemelde Aandelen Nedcon in bewaring te hebben en verplichten zij zich tot levering van deze Aandelen Nedcon aan voest Alpine, binnen drie Beursdagen nadat de aankondiging is gedaan dat het Bod gestand is gedaan.

Houders van Aandelen Nedcon op naam dienen hun Aandelen Nedcon op naam bij Fortis Bank aan te melden door middel van een volledig ingevuld en ondertekend aanmeldingsformulier, dat tevens zal fungeren als akte van en volmacht voor levering van de daarin aangemelde Aandelen Nedcon op naam. Houders van Aandelen Nedcon op naam zullen een dergelijk formulier rechtstreeks van Nedcon ontvangen.

- (c) Het Bod wordt gestand gedaan onder de voorwaarden vermeld in paragraaf 4.3 van dit Biedingsbericht, waarvan een vertaling is opgenomen in paragraaf 12.3.3 hierna.
- (d) Indien voor de Sluiting van de Aanmeldingstermijn niet alle in paragraaf 4.3. (waarvan een vertaling hierna in paragraaf 12.3.3 is opgenomen) vermelde voorwaarden zijn vervuld, is voest Alpine gerechtigd de initiële Aanmeldingstermijn te verlengen. Indien de initiële Aanmeldingstermijn wordt verlengd (met als gevolg dat de verplichting om bekend te maken of het Bod al dan niet gestand wordt gedaan, wordt uitgesteld) zal hiervan een mededeling worden gedaan uiterlijk op de derde Beursdag na het verstrijken van de initiële Aanmeldingstermijn, met inachtneming van de bepalingen van artikel 90 lid 5 Bte. Verwezen zij naar de laatste alinea's van voornoemde paragraaf 4.3.
- (e) voest Alpine zal zo spoedig mogelijk na de Sluiting van de Aanmeldingstermijn (indien van toepassing: na verlenging), doch uiterlijk op de vijfde Beursdag daarna, bekendmaken of het Bod al dan niet gestand wordt gedaan. Indien het Bod gestand wordt gedaan, zal voest Alpine alle Aandelen Nedcon kopen die onder de voorwaarden van het Bod zijn aangemeld. Onder de in paragraaf 4.3. (waarvan een vertaling hierna in paragraaf 12.3.3 is opgenomen) vermelde voorwaarden behoudt voest Alpine zich het recht voor aanmeldingen te accepteren, zelfs indien deze niet geheel in overeenstemming met de bepalingen van paragraaf 4.2 (waarvan een vertaling in deze paragraaf 12.3.2 is opgenomen) tot stand zijn gekomen.

- (f) Op de Betaaldag zal worden overgegaan tot betaling van de Biedprijs aan de Aandeelhouders Nedcon die hun Aandelen Nedcon aan voest Alpine hebben geleverd conform de in dit Biedingsbericht vermelde voorwaarden. Nadat de levering en betaling van de Aandelen Nedcon heeft plaatsgevonden, is het niet toegestaan de aanmeldingen of leveringen van Aandeelhouders Nedcon te ontbinden of te vernietigen.
- (g) Fortis Bank betaalt namens voest Alpine aan de Toegelaten Instellingen een provisie van EUR 0,096 per Aandeel Nedcon dat in het kader van het Bod is aangemeld, met een maximum van EUR 5.000 per depot, voor de afwikkeling van de aanmelding en levering van Aandelen Nedcon in ruil voor contanten. De Toegelaten Instellingen dienen hun commissie binnen 30 dagen na de dag waarop wordt aangekondigd dat het Bod gestand is gedaan, te declareren.

Het is mogelijk dat aan Aandeelhouders Nedcon kosten in rekening wordt gebracht door hun eigen bank of commissionair.

### 12.3.3 Voorwaarden van het Bod

Met inachtneming van enige ander voorwaarde in dit Biedingsbericht, zal voest Alpine alle aan voest Alpine onder de voorwaarden van het Bod aangeboden Aandelen Nedcon accepteren en het Bod gestand doen indien aan de volgende voorwaarden is voldaan:

- (a) ter Sluiting van de Aanmeldingstermijn vertegenwoordigt het aantal Aandelen Nedcon dat onder het Bod is aangemeld, tezamen met de Aandelen Nedcon die alsdan direct en/of indirect door voest Alpine worden gehouden, ten minste 75% van alle alsdan uitstaande Aandelen Nedcon.
- (b) er is voorafgaand aan de Sluiting van de Aanmeldingstermijn geen openbare mededeling gedaan waaruit voor het eerst blijkt dat een derde het recht heeft verkregen of overeen is gekomen om door Nedcon uit te geven aandelen te kopen of te nemen (behoudens dat het Nedcon is toegestaan om afspraken te maken over kapitaalverhoging, teneinde in staat te zijn te voldoen aan haar behoefte aan aanvullende financiering voor het geval het Bod niet gestand wordt gedaan, mits dergelijke afspraken worden gemaakt onder de opschortende voorwaarde dat het Bod niet gestand wordt gedaan);
- (c) er zijn voorafgaand aan de Sluiting van de Aanmeldingstermijn geen gebeurtenissen, feiten of omstandigheden naar voren gekomen of voorgevallen met betrekking tot Nedcon of haar groepsmaatschappijen, die door voest Alpine op de datum van dit Biedingsbericht niet waren voorzien, noch aan haar bekend waren, en die van zodanig wezenlijke aard zijn dat in alle redelijkheid en billijkheid niet van voest Alpine verwacht kan worden dat zij het Bod gestand doet;
- (d) de Autoriteit Financiële Markten heeft voorafgaand aan de Sluiting van de Aanmeldingstermijn in verband met het Bod geen mededeling gedaan dat het Bod in strijd is met Hoofdstuk IIA van de Wet toezicht effectenverkeer 1995, in welk geval de effecteninstellingen conform artikel 32a Bte niet zouden mogen meewerken aan de afwikkeling van het Bod;
- (e) voorafgaand aan de Sluiting van de Aanmeldingstermijn heeft Nedcon geen Derde Bod geaccepteerd met een prijs hoger dan de Biedprijs, en is (ook anderszins) geen sprake van een Derde Bod Inbreuk;
- (f) voorafgaand aan de Sluiting van de Aanmeldingstermijn:
  - (i) zijn, met uitzondering van de vereiste goedkeuringen en verklaringen van de mededingingsautoriteiten waarin in onderdeel (ii) hierna is voorzien, alle van belang zijnde goedkeuringen, vergunningen, ontheffingen en toestemmingen van nationale en internationale autoriteiten verkregen die vereist zijn in verband met het Bod en de voorgenomen zeggenschapswijziging in Nedcon;
  - (ii) zijn alle vereiste goedkeuringen van nationale, internationale en supranationale mededingingsautoriteiten en/of derden verkregen die redelijkerwijs vereist zijn in verband met het Bod en de voorgenomen zeggenschapswijziging in Nedcon; en

- (iii) zijn, met een verwijzing naar de onderdelen (i) en (ii) hiervoor, alle wachttijden ingevolge de relevante wetgeving, gedurende welke nationale, internationale of supranationale autoriteiten en/of derden zich tegen het Bod of de voorgenomen zeggenschapswijziging in Nedcon kunnen verzetten, dan wel stappen zouden kunnen ondernemen of aankondigen die het Bod en/of de voorgenomen zeggenschapswijziging zouden kunnen belemmeren, of die op enige andere wijze zouden kunnen leiden tot belangrijke negatieve gevolgen voor Nedcon of voestalpine in verband met het Bod, verstreken zonder dat enige zodanige autoriteit of partij zulke stappen heeft genomen of aangekondigd;
- (g) tussen 31 december 2003 en de Sluiting van de Aanmeldingstermijn, heeft Nedcon zich niet verplicht om aan derden op enigerlei wijze aandelen in Nedcon uit te geven, noch in aandelen Nedcon converteerbare effecten, rechten of opties ter inschrijving op of verkrijging van dergelijke aandelen of converteerbare effecten, en heeft Nedcon zich niet verplicht om op enigerlei wijze dividenden of andere uitkeringen te betalen, noch heeft Nedcon dividenden of andere uitkeringen betaald (behoudens dat het Nedcon is toegestaan om afspraken te maken over kapitaalverhoging, teneinde in staat te zijn te voldoen aan haar behoefte aan aanvullende financiering voor het geval het Bod niet gestand wordt gedaan, mits dergelijke afspraken worden gemaakt onder de opschortende voorwaarde dat het Bod niet gestand wordt gedaan);
- (h) voorafgaand aan de Sluiting van de Aanmeldingstermijn heeft de BAvA besloten tot het wijzigen van de Statuten (onder de opschortende voorwaarde van gestanddoening van het Bod) er toe leidende dat, onder andere, alle Certificaten Nedcon zonder enige restrictie kunnen worden gedecertificeerd en zal ter zake van de bedoelde wijziging een ministeriële verklaring van geen bezwaar zijn verkregen. Meer informatie hieromtrent is opgenomen in paragraaf 12.4.1 ('Buitengewone algemene vergadering van houders van Aandelen Nedcon op naam').

Indien, ter Sluiting van de Aanmeldingstermijn, het aantal Aandelen Nedcon dat onder het Bod is aangemeld, tezamen met de Aandelen Nedcon die alsdan direct en/of indirect door voestalpine worden gehouden, 50% of minder vertegenwoordigt van alle uitstaande Aandelen Nedcon, dan mag voestalpine het Bod niet gestand doen zonder Nedcon's voorafgaande toestemming. Verwezen zij naar de laatste alinea van paragraaf 12.3.7 ('Gecommitteerde Aandelen Nedcon') hierna.

Van de voorwaarde opgenomen hiervoor onder (d) kan geen afstand worden gedaan. voestalpine behoudt zich het recht voor afstand te doen van de hiervoor onder (a), (b), (c), (g) en (h) genoemde voorwaarden en desalniettemin het Bod gestand te doen. Alleen voestalpine en Nedcon gezamenlijk kunnen afstand doen van de voorwaarden genoemd onder (e) en (f) hiervoor.

Indien de bovengenoemde voorwaarde opgenomen onder (f) niet is vervuld, zal voestalpine de Aanmeldingstermijn verlengen, met inachtneming van de bepalingen van artikel 9o lid 5 Bte, tenzij Nedcon het voestalpine toestaat zulks niet te doen.

#### 12.3.4 Motivering van de Biedprijs

De Biedprijs in contanten van EUR 19,20 per Aandeel Nedcon vertegenwoordigt:

- een premie van 24% over de slotkoers van EUR 15,50 per Certificaat Nedcon op 19 mei 2004, zijnde de laatste Beursdag waarop Certificaten Nedcon werden verhandeld, voorafgaande aan de eerste en gezamenlijke publieke aankondiging met betrekking tot het Bod;
- een premie van 21% op de gemiddelde slotkoers per Certificaat Nedcon gedurende de 3 maanden voorafgaande aan 19 mei 2004;
- een premie van 21% op de gemiddelde slotkoers per Certificaat Nedcon gedurende de 6 maanden voorafgaande aan 19 mei 2004;
- een premie van 26% op de gemiddelde slotkoers per Certificaat Nedcon gedurende de 9 maanden voorafgaande aan 19 mei 2004; en
- een premie van 32% op de gemiddelde slotkoers per Certificaat Nedcon gedurende de 12 maanden voorafgaande aan 19 mei 2004.

### 12.3.5 Aanbeveling

De raad van commissarissen en het bestuur van Nedcon ondersteunen het Bod volledig en bevelen de Aandeelhouders Nedcon unaniem aan het Bod te aanvaarden.

### 12.3.6 Beëindiging beursnotering en uitkoopprocedure

Indien het Bod gestand wordt gedaan, zal Nedcon in overleg treden met Euronext teneinde de beursnotering van de Certificaten Nedcon zo spoedig mogelijk te beëindigen. voestalpine en Nedcon zullen er tevens naar streven om de minderheidshouders van Aandelen Nedcon uit te kopen door middel van een uitkoopprocedure in de zin van artikel 2:92a van het Burgerlijk Wetboek, dan wel door middel van een juridische fusie, splitsing of enige andere procedure te bewerkstelligen dat dergelijke minderheidshouders geen Aandelen Nedcon meer zullen houden.

Aandeelhouders Nedcon die verkiezen om hun Aandelen Nedcon niet aan te bieden onder het Bod, lopen het risico aandelen te houden die weinig worden verhandeld en niet-liquide zijn.

### 12.3.7 Gecommitteerde Aandelen Nedcon

Onder de opschortende voorwaarde van gestanddoening van het Bod, hebben Driessen Beleggingen B.V., Friesland Bank N.V., West-End B.V., Orange Fund N.V., Orange Deelnemingen Fund N.V., Todlin N.V. en Smoorenburg B.V. zich verbonden om alle in totaal 885.892 Aandelen Nedcon die door hen (direct of indirect) worden gehouden onder het Bod aan te melden, overeenkomend met een belang van 55,29% van alle uitstaande Aandelen Nedcon op de datum van dit Biedingsbericht.

Onder de opschortende voorwaarde van gestanddoening van het Bod, hebben de heer H.A. Stegweg, niet-statutair directeur van Nedcon, en de heer J.C. Terlouw, voorzitter van de raad van commissarissen van Nedcon, zich eveneens verbonden om alle respectievelijk 44.200 en 2.042 Aandelen Nedcon die door hen (direct of indirect) worden gehouden onder het Bod aan te melden, overeenkomend met een belang van 2,89% van alle uitstaande Aandelen Nedcon op de datum van dit Biedingsbericht.

In het geval een derde, voordat bekend is gemaakt dat het Bod gestand wordt gedaan, een Derde Bod uitbrengt met een biedprijs die hoger is dan de Biedprijs, dan is het de bovengenoemde Aandeelhouders Nedcon echter toegestaan de door hen gehouden Aandelen Nedcon onder dat Derde Bod aan te melden, in plaats van onder het Bod.

### 12.3.8 Aanmeldingstermijn en de levering van Aandelen Nedcon

De Aandeelhouders Nedcon kunnen hun Aandelen Nedcon onder het Bod aanmelden vanaf maandag 19 juli 2004 tot en met maandag 23 augustus om 15.00 uur CET, behoudens eventuele verlenging van de Aanmeldingstermijn. Indien de Aanmeldingstermijn wordt verlengd, zal voestalpine dit uiterlijk op de derde Beursdag na het verstrijken van de Aanmeldingstermijn aankondigen, met inachtneming van de bepalingen van artikel 9o lid 5 Bte. voestalpine zal zo spoedig mogelijk na afloop van de Aanmeldingstermijn, maar niet later dan de vijfde Beursdag daarna, bekendmaken of het Bod al dan niet gestand wordt gedaan, met inachtneming van de bepalingen van artikel 9t lid 4 Bte.

voestalpine zal op de Betaaldag de Biedprijs betalen aan die Aandeelhouders Nedcon die hun Aandelen Nedcon hebben aangeboden en geleverd aan voestalpine in overeenstemming met de voorwaarden van het Bod. Verwezen wordt naar met name paragraaf 12.3.2 (e) hiervoor.

## 12.4 Belangrijke informatie

### 12.4.1 Buitengewone algemene vergadering van houders van Aandelen Nedcon op naam

De BAvA zal worden gehouden op maandag 2 augustus 2004 om 15.00 uur CET ten kantore van Nedcon, Nijverheidsweg 26 te (7005 BJ) Doetinchem. Tijdens deze vergadering wordt, conform artikel 9q Bte, onder meer het Bod besproken en toegelicht.

Houders van Aandelen Nedcon op naam zullen tevens worden verzocht een besluit te nemen ten aanzien van het voorstel om de Statuten te wijzigen (onder de opschortende voorwaarde van gestanddoening van het Bod) er toe leidende dat, onder andere, alle Certificaten Nedcon zonder enige restrictie kunnen worden gedecertificeerd en, in plaats van het volledige structuurregime dat thans op Nedcon van toepassing is, het gemitigeerde structuurregime ingevolge artikel 2:155 van het Burgerlijk Wetboek op Nedcon van toepassing zal zijn. Als gevolg van de overgang van Nedcon naar het gemitigeerde structuurregime, zal de bevoegdheid om leden van het bestuur van Nedcon te benoemen en te ontslaan en om de jaarrekening van Nedcon vast te stellen, verschuiven van de raad van commissarissen van Nedcon naar de algemene vergadering van houders van Aandelen Nedcon op naam.

Oproeping voor deze BAvA zal op de gebruikelijke wijze en in overeenstemming met de Statuten plaatsvinden.

### 12.4.2 Tijdschema

zaterdag 17 juli 2004	Publicatie van de verkrijgbaarstellingsadvertentie waarin de beschikbaarheid van dit Biedingsbericht vanaf maandag 19 juli 2004 en de aanvang van de Aanmeldingstermijn op maandag 19 juli 2004 wordt aangekondigd;
zaterdag 17 juli 2004	Oproeping voor de BAvA;
maandag 19 juli 2004	Beschikbaarheid van het Biedingsbericht en aanvang van de Aanmeldingstermijn;
maandag 2 augustus 2004 (om 15.00 uur CET)	BAvA;
maandag 23 augustus 2004 (om 15.00 uur CET)	Sluiting van de Aanmeldingstermijn (tenzij de Aanmeldingstermijn wordt verlengd);
Uiterlijk op maandag 30 augustus 2004 (tenzij de Aanmeldingstermijn wordt verlengd, in welk geval deze datum zal zijn uiterlijk op de vijfde Beursdag na de sluiting van de verlengde Aanmeldingstermijn)	Aankondiging of het Bod al dan niet gestand wordt gedaan;
Uiterlijk op maandag 6 september 2004 (tenzij de Aanmeldingstermijn wordt verlengd, in welk geval deze datum zal zijn uiterlijk op de vijfde Beursdag na de datum waarop het Bod gestand wordt gedaan)	Betaaldag.

### 12.4.3 Overige belangrijke informatie

De informatie opgenomen in hoofdstuk 4, paragraaf 4.6 (waarin een motivering van de Biedprijs wordt gegeven), paragraaf 4.7 (aangaande de financiering van het Bod), paragraaf 4.8.1 (aangaande de fiscale gevolgen voor de Aandeelhouders Nedcon die het Bod accepteren), paragraaf 4.8.6 (aangaande de beëindiging van de beursnotering en de uitkoopprocedure) en paragraaf 4.10 (waarin andere op grond van het Bte vereiste verklaringen zijn opgenomen, voor zover het verklaringen betreft door

voestalpine gegeven), en hoofdstuk 9 (met informatie over voestalpine) van dit Biedingsbericht is uitsluitend afkomstig van voestalpine. De informatie opgenomen in hoofdstuk 4, paragraaf 4.10 (waarin andere op grond van het Bte vereiste verklaringen zijn opgenomen, voor zover het verklaringen betreft door Nedcon gegeven), hoofdstuk 5 (waarin een aanbeveling aan Aandeelhouders Nedcon is opgenomen), hoofdstuk 7 (met informatie over Nedcon) en hoofdstuk 10 (aangaande de BAvA) van dit Biedingsbericht is uitsluitend verstrekt door Nedcon. De fairness opinie in hoofdstuk 6 is afkomstig van NIB Capital Bank N.V. De in hoofdstuk 8 opgenomen accountantsverklaringen zijn verstrekt door Ernst & Young Accountants. De gegevens die in de overige hoofdstukken, paragrafen en op de overige pagina's van dit Biedingsbericht zijn opgenomen, zijn afkomstig van voestalpine en Nedcon gezamenlijk.

voestalpine en Nedcon zijn verantwoordelijk voor de juistheid van de door hen in dit Biedingsbericht verstrekte informatie, elk voor de van hen afkomstige gegevens, alsmede gezamenlijk voor de door hen gezamenlijk aangeleverde gegevens. voestalpine en Nedcon verklaren, elk voor wat betreft de van hen afkomstige gegevens, dat naar hun beste weten, deze gegevens per de publicatiedatum van dit Biedingsbericht waarheidsgetrouw en juist zijn en dat er geen feiten zijn weggelaten waardoor de mededelingen in dit Biedingsbericht in enig materieel opzicht misleidend zouden worden.

De in dit Biedingsbericht opgenomen informatie weerspiegelt de stand van zaken per de datum van dit document. De uitgifte en verspreiding van dit Biedingsbericht na de publicatiedatum houdt in geen geval in dat de daarin opgenomen gegevens na deze datum juist en volledig zullen blijven. Dat laat onverlet de verplichting van zowel voestalpine als Nedcon om, voorzover van toepassing, een openbare mededeling te doen op grond van het Bte of het Fondsenreglement.

Met uitzondering van voestalpine en Nedcon, en behoudens de fairness opinie van NIB Capital Bank N.V. in hoofdstuk 6 en de accountantsverklaringen van Ernst & Young Accountants in hoofdstuk 8, is geen (rechts)persoon gerechtigd of gemachtigd informatie te verstrekken of verklaringen af te leggen in verband met het Bod, die niet in dit Biedingsbericht is respectievelijk zijn opgenomen. Indien zodanige informatie is verstrekt of zodanige verklaringen zijn afgelegd door andere partijen dan voestalpine of Nedcon, dient hierop niet te worden vertrouwd als waren deze verstrekt of afgelegd door of namens voestalpine of Nedcon.

Dit Biedingsbericht bevat mededelingen over de toekomst, die mogelijke risico's en onzekerheden met zich brengen. Ofschoon zowel voestalpine als Nedcon van mening zijn dat de in dergelijke mededelingen over de toekomst tot uitdrukking komende verwachtingen gebaseerd zijn op redelijke veronderstellingen, kan geen zekerheid worden gegeven dat dergelijke verwachtingen zullen uitkomen, en worden er geen uitspraken gedaan over de juistheid en volledigheid van dergelijke mededelingen. Bij iedere uitspraak over de toekomst moet in beschouwing worden genomen dat feitelijke gebeurtenissen of resultaten wezenlijk kunnen afwijken van dergelijke voorspellingen als gevolg van, onder andere, politieke, economische en/of juridische veranderingen in de markten en omgevingen waarin voestalpine en Nedcon actief zijn, alsmede concurrentie ontwikkelingen en risico's die inherent zijn aan de ondernemingen van zowel voestalpine als Nedcon.

De getallen in dit Biedingsbericht kunnen naar boven of beneden zijn afgerond en dienen derhalve niet als absoluut te worden beschouwd.

Op dit Biedingsbericht en het Bod is Nederlands recht van toepassing. Dit Biedingsbericht verschijnt in de Engelse taal. Een Nederlandse samenvatting van het Biedingsbericht is opgenomen in dit hoofdstuk 12. Mocht er sprake zijn van enige inconsistentie tussen de Nederlandse en de Engelse tekst van dit Biedingsbericht, dan is de Engelse versie bindend.

Fortis Bank (Afdeling Transactie Support) is in het kader van dit Bod aangesteld als betaalkantoor.

■

Een exemplaar van dit Biedingsbericht is kosteloos beschikbaar ten kantore van:

**Nedcon Groep N.V.**  
Nijverheidsweg 26  
7005 BJ Doetinchem

Telefoon: +31 (0) 314 – 33 44 55  
Telefax: +31 (0) 314 – 34 58 64  
E-mail: [info@nedcon.com](mailto:info@nedcon.com)

**Fortis Bank (Nederland) N.V.**  
Afdeling Transactie Support  
Rokin 55  
1012 KK Amsterdam

Telefoon: +31 (0) 20 – 527 2467  
Fax: +31 (0) 20 – 527 1928  
E-mail: [loket.bis@nl.fortisbank.com](mailto:loket.bis@nl.fortisbank.com)

Exemplaren van de Statuten en de jaarverslagen van Nedcon voor de boekjaren eindigend op 31 december 2001, 2002 en 2003 evenals de voorgestelde wijziging van de Statuten, die door middel van verwijzing zijn opgenomen in dit Biedingsbericht en hiervan een integraal onderdeel uitmaken, zijn kosteloos verkrijgbaar ten kantore van Nedcon en Fortis Bank.

Fortis Bank treedt met betrekking tot het Bod op als financieel adviseur van uitsluitend voest Alpine en adviseert geen enkele ander persoon, noch behandelt zij enige andere persoon als haar cliënt in verband met het Bod. Fortis Bank aanvaardt geen aansprakelijkheid jegens dergelijke personen.

#### **12.4.4 Restricties**

Het Bod, het uitbrengen van het Bod, alsmede de verspreiding van dit Biedingsbericht of enige apart verstrekte informatie, kunnen in bepaalde jurisdicties anders dan in Nederland onderworpen zijn aan wettelijke beperkingen. Het Bod wordt niet uitgebracht, en aangeboden Aandelen Nedcon zullen door of namens voest Alpine niet ten titel van koop worden aanvaard, in enige jurisdictie waar het uitbrengen of aanvaarden daarvan niet in overeenstemming is met de (effectenrechtelijke) wet- en/of regelgeving van een dergelijke jurisdictie, of waar enige registratie of goedkeuring van, of indiening van stukken bij een toezichthoudende autoriteit vereist is waarin niet uitdrukkelijk in het Biedingsbericht wordt voorzien. Personen die in het bezit komen van dit Biedingsbericht of enige apart verstrekte informatie dienen zich op de hoogte te stellen van dergelijke beperkingen en dienen deze in acht te nemen. voest Alpine, voest Alpine AG, Nedcon, elk van hun adviseurs en Fortis Bank wijzen elke aansprakelijkheid af voor schending door enig persoon van dergelijke beperkingen.

Personen (waaronder, zonder daartoe beperkt te zijn, bewaarders, gevolmachtigden en trustkantoren) die dit Biedingsbericht of een ander daaraan gerelateerd document naar een jurisdictie buiten Nederland sturen of zulks anderszins beogen te doen, dienen, alvorens daartoe over te gaan, zorgvuldig kennis te nemen van hoofdstuk 1 van dit Biedingsbericht, waarin belangrijke informatie over en beperkingen in het kader van het Bod wordt gegeven.



---

## Advisers

### voestalpine

*Legal adviser*

Loyens & Loeff  
Fred. Roeskestraat 100  
1076 ED Amsterdam  
The Netherlands

*Financial adviser*

Fortis Bank (Nederland) N.V.  
Rokin 55  
1012 KK Amsterdam  
The Netherlands

### Nedcon

*Legal adviser*

NautaDutilh N.V.  
Strawinskylaan 1999  
1077 XV Amsterdam,  
The Netherlands

*Financial adviser*

Value Enhancement Partners  
World Trade Center Amsterdam  
Strawinskylaan 385  
1077 XX Amsterdam  
The Netherlands

*Auditor*

Ernst & Young Accountants  
Boogschutterstraat 1a  
7324 AE Apeldoorn  
The Netherlands