

This is a public announcement by Hestya Energy B.V. pursuant to the provisions of Section 4, paragraphs 1 and 3 and Section 7, paragraphs 1a and 4 of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft, "Bob") in connection with the intended public offer by Hestya Energy B.V. for all the issued and outstanding ordinary shares in the capital of H.E.S. Beheer N.V. This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in H.E.S. Beheer N.V. Any offer will be made only by means of an offer memorandum. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, Canada and the United States.



PRESS RELEASE

20 June 2014

Hestya Energy B.V. has secured sufficient funds to complete the recommended public offer for H.E.S. Beheer N.V.

Offer memorandum submitted for approval with the AFM

Amsterdam, 20 June 2014 – Hestya Energy B.V. ("**Hestya Energy**") today announces that it has secured sufficient funds to fully finance payment of the offer price for the envisaged recommended public cash offer by its (indirect) subsidiary, 1908 Acquisition B.V., for all issued and outstanding ordinary shares in the capital of H.E.S. Beheer N.V. ("**HES Beheer**") at an offer price of EUR 43.64 in cash per ordinary share (the "**Offer**"). The offer price of EUR 43.64 is based on the initially announced offer price of EUR 45.00 adjusted for the full amount of stock dividend that was paid in kind by HES Beheer to its shareholders on 28 May 2014, and will be adjusted further if any additional dividends are declared after the date hereof and prior to the settlement of the Offer.

The Offer values 100% of the ordinary shares of HES Beheer at EUR 408 million (on a fully diluted basis).

1908 Acquisition B.V. has entered into credit facilities in an aggregate amount of up to EUR 315 million, subject to customary conditions, with Deutsche Bank, DNB Bank and RBC Capital Markets. The credit facilities include a EUR 250 million facility for the financing of the Offer and the refinancing of certain borrowings of HES Beheer and certain of its subsidiaries.

Hestya Energy will finance the remainder of the Offer through a combination of equity or other financing provided by Riverstone/Carlyle Global Energy and Power Fund IV, L.P. (or an affiliate thereof) ("**Riverstone**") and Carlyle International Energy Partners, L.P. (or an affiliate thereof) ("**Carlyle**") in an aggregate amount of approximately EUR 284 million. In this context, Hestya Energy has received binding and irrevocable equity commitment letters from each of Riverstone and Carlyle.

Hestya Energy today also submitted a request for approval of its offer memorandum to the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, "**AFM**").

Further information

The information in this press release is not intended to be complete. For further information explicit reference is made to the Offer Memorandum, which is expected to be published on the website of HES Beheer at www.hesbeheer.nl during July 2014. This Offer Memorandum will contain further details regarding the Offer.

For more information

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About Hestya Energy

Hestya Energy B.V. is a private company pursuing the development of European dry and liquid bulk terminals with the goal of creating a diversified asset portfolio through greenfield development, the acquisition of existing terminals and the acquisition of existing refining sites and related infrastructure and the conversion of these into storage terminals. Hestya Energy's main operating asset is a 1.2 million cubic meter liquid bulk storage terminal in Wilhelmshaven, Germany. Hestya Energy is currently owned and controlled indirectly by Riverstone Holdings LLC and AtlasInvest. It is envisaged that prior to the settlement of the Offer, and subject to certain conditions, The Carlyle Group will acquire the shares in Hestya Energy currently owned by AtlasInvest.

General restrictions

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

Any HES Beheer shareholder who is in any doubt as to his position should consult an appropriate professional advisor without delay. This announcement is not to be published or distributed in or to Canada and the United States.

Forward-looking statements

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