



## Press release

# HAL

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This press release is issued by HAL Holding N.V. (together with its wholly-owned subsidiary HAL Investments B.V., 'HAL') pursuant to the provisions of section 7 paragraph 1 sub a of the Dutch Decree on Public Takeover Bids (*Besluit openbare biedingen Wft*) in connection with the intended public offer by a wholly-owned subsidiary of HAL Holding N.V. for all the issued and outstanding ordinary shares in the capital of Royal Boskalis Westminster N.V. This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer will be made only by means of an offer memorandum. This press release is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

### **UPDATE ON THE VOLUNTARY PUBLIC OFFER BY HAL FOR BOSKALIS**

Reference is made to the press release by HAL dated March 10, 2022 (the 'Initial Announcement') in respect of the intended all-cash voluntary public offer of €32.50 per share (cum dividend; the 'Offer Price') to be made by HAL for all issued and outstanding ordinary shares (the 'Shares') of Royal Boskalis Westminster N.V. ('Boskalis') (the 'Offer').

HAL hereby provides an update on the Offer in accordance with the provisions of Section 7, paragraph 1 sub a of the Decree, requiring a public announcement including a status update regarding an intended public offer within four weeks following its announcement. HAL confirms that it is making good progress on the preparation of the Offer. HAL is preparing the necessary regulatory filings, including relevant filings to antitrust authorities.

Today HAL will file a request for review and approval of the offer memorandum with the AFM.

As communicated in the Initial Announcement, HAL anticipates that the Offer will be presented to Boskalis shareholders within 2 months from the date hereof and HAL expects to obtain the requisite regulatory and competition clearances in Q3 of 2022.

HAL Holding N.V.

April 7, 2022

08h30



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Certain statements in this press release may be considered forward-looking statements. These forward-looking statements speak only as of the date of this press release. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future, and HAL cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to HAL or are within its control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement. Potential risks and uncertainties include, but are not limited to, receipt of the requisite regulatory and competition clearances without unexpected delays or conditions and the response to the Offer in the market place. HAL expressly disclaims any obligation or undertaking to publicly update or revise any forward-looking statements, whether as a result of new information, a change in expectations or for any other reason.

*Note to shareholders in the United States*

The Offer described herein is made for the Shares of Boskalis and is subject to the laws of the Netherlands. It is important that U.S. shareholders understand that the Offer and any related offer documents are subject to disclosure and takeover laws and regulations in the Netherlands that may be different from those in the United States. To the extent applicable, the Offer is expected to be made in compliance with the U.S. tender offer rules, including Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the 'Exchange Act'), and the "Tier II" exemption in respect of securities of foreign private issuers provided by Rule 14d-1(d) under the Exchange Act.

HAL, Stichting Hyacinth and HAL's affiliates or entities acting in concert with HAL may, from time to time, purchase or make arrangements to purchase Shares outside of the Offer from the time the Offer was first publicly announced until the expiration of the acceptance period of the Offer, including purchases in the open market at prevailing prices or in private transactions at negotiated prices, in each case, outside of the United States and to the extent permitted by Dutch law. Any such purchases will not be made at prices higher than the Offer Price or on terms more favourable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Information regarding purchases of Shares outside of the Offer will be publicly disclosed, including in the United States, in the manner described in this announcement.



Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved of the Offer, passed upon the merits or fairness of the Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in this public announcement. Any representation to the contrary is a criminal offence in the United States.