

*This is a joint press release by Koninklijke VolkerWessels N.V. (**VolkerWessels**) and Reggeborgh Holding B.V. (**Reggeborgh**), pursuant to the provisions of Section 17 Paragraph 4 of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the **Decree**) in connection with the recommended public offer by Reggeborgh for all the issued and outstanding ordinary shares with a nominal value of EUR 0.01 each (the **Shares** and each a **Share**) in the capital of VolkerWessels (the **Offer**). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities. Any offer is made only by means of the offer memorandum dated 23 December 2019 approved by the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten) (the **Offer Memorandum**). This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, any jurisdiction in which such release, publication or distribution would be unlawful. Capitalised terms used but not defined herein have the meaning ascribed thereto in the Offer Memorandum.*

## **Final results of the Offer for VolkerWessels: Reggeborgh will hold 97.79% of the Shares**

**Amersfoort/Rijssen, the Netherlands – 16 March 2020**

### **Transaction highlights**

- Together with Shares already held by Reggeborgh on the date hereof and including Shares tendered during the Offer Period and Post-Closing Acceptance Period, Reggeborgh will hold 97.79% of the Shares.
- Settlement of Shares tendered during the Post-Closing Acceptance Period will take place on 18 March 2020.
- Reggeborgh will request the delisting of the Shares on Euronext Amsterdam and initiate the statutory buy-out proceedings in an expeditious manner in order to obtain 100% of the Shares.

During the Offer Period 12,529,139 Shares have been tendered under the Offer, representing approximately 15.66% of the Shares and an aggregate value of approximately €274,638,727 (for an Offer Price of €22.20 (cum dividend) in cash per Share adjusted to €21.92 for the interim dividend of €0.28 paid by VolkerWessels to its shareholders on 27 November 2019).

During the Post-Closing Acceptance Period, that expired at 17:40 hours (CET) on 13 March 2020, 2,242,600 Shares have been tendered under the Offer, representing approximately 2.80% of the Shares and an aggregate value of approximately €49,157,792.

By means of the Shares tendered under the Offer and in the Post-Closing Acceptance Period, together with those already held by Reggeborgh on the date hereof, Reggeborgh will hold 78,235,886 Shares, representing approximately 97.79% of the Shares on the date hereof.

### **Settlement**

With reference to the Offer Memorandum, Shareholders who accepted the Offer shall receive the Offer Price for each Share validly tendered (or defectively tendered, provided that such defect has been waived by

Reggeborgh) and transferred (*geleverd*) for acceptance pursuant to the Offer, under the terms and conditions of the Offer and subject to its restrictions.

Settlement of the Shares tendered during the Post-Closing Acceptance Period and payment of the Offer Price will take place on 18 March 2020.

### ***Delisting***

As a result of Reggeborgh holding more than 95% of the Shares, Reggeborgh and VolkerWessels intend to procure the delisting of the Shares on Euronext Amsterdam as soon as possible under the Applicable Rules. VolkerWessels and Reggeborgh will request the delisting of the Shares from Euronext Amsterdam shortly. Further details on the delisting will be announced when available. Delisting may further adversely affect the liquidity and market value of any Shares not tendered. Reference is made to Section 6.11(b) (Liquidity and delisting) of the Offer Memorandum.

### ***Buy-Out***

Reggeborgh intends to initiate the Buy-Out in an expeditious manner. Reference is made to Section 6.12(b) (Buy-Out) of the Offer Memorandum.

### ***Announcements***

Any announcement contemplated by the Offer Memorandum will be issued by press release. Any press release issued by Reggeborgh will be made available on the website [www.reggeborgh.nl](http://www.reggeborgh.nl). Any press release issued by VolkerWessels will be made available on the website [www.volkerwessels.com](http://www.volkerwessels.com).

### ***Offer Memorandum, Position Statement and further information***

This announcement contains selected, condensed information regarding the Offer and does not replace the Offer Memorandum and/or the Position Statement. The information in this announcement is not complete and additional information is contained in the Offer Memorandum and the Position Statement.

Digital copies of the Offer Memorandum and Position Statement are available on the website of VolkerWessels at [www.volkerwessels.com](http://www.volkerwessels.com) and of the Offer Memorandum on the website of Reggeborgh at [www.reggeborgh.nl](http://www.reggeborgh.nl). Such websites do not constitute a part of, and are not included or referred to in, the Offer Memorandum. Copies of the Offer Memorandum and Position Statement are also available free of charge from VolkerWessels and the Settlement Agent.

### ***Notice to US holders of VolkerWessels Shares***

The Offer was made for the securities of VolkerWessels; a public limited liability company incorporated under Dutch law, and is subject to Dutch disclosure and procedural requirements, which differ from those of the United States. The financial information of VolkerWessels included or referred to herein has been prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board, as adopted by the European Commission and Part 9 of Book 2 of the Dutch Civil Code for use in the European Union and, accordingly, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The Offer was made in the United States in compliance with Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended (the **U.S. Exchange Act**) and the rules and regulations promulgated thereunder, including the exemptions therefrom, and otherwise in accordance with the applicable regulatory requirements in the Netherlands. Accordingly, the Offer is subject to disclosure and

other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

The receipt of cash pursuant to the Offer by a U.S. holder of Shares may be a taxable transaction for U.S. federal income tax purposes and may be a taxable transaction under applicable state and local laws, as well as foreign and other tax laws. Each holder of Shares is urged to consult his or her independent professional adviser immediately regarding the tax consequences of acceptance of the Offer.

It may be difficult for U.S. holders of Shares to enforce their rights and any claim arising out of the U.S. federal securities laws, since Reggeborgh and VolkerWessels are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or other regulatory authority has approved or disapproved the Offer, passed upon the fairness or merits of the Offer or provided an opinion as to the accuracy or completeness of the Offer Memorandum or any other documents regarding the Offer. Any declaration to the contrary constitutes a criminal offence in the United States.

To the extent permissible under applicable law or regulation, including Rule 14e-5 of the U.S. Exchange Act, and in accordance with standard Dutch practice, Reggeborgh and its affiliates or brokers (acting as agents for Reggeborgh or its affiliates, as applicable) may, directly or indirectly, purchase, or arrange to purchase, Shares outside of the United States, from time to time, other than pursuant to the Offer. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. In addition, the financial advisers to Reggeborgh may engage in ordinary course trading activities in securities of VolkerWessels, which may include purchases or arrangements to purchase such securities.

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***About VolkerWessels***

VolkerWessels is a leading integrated and diversified listed construction group with a “think global, act local” mind-set. VolkerWessels’ operating model combines a local sales and client focus with a control and support structure at divisional level that optimises scale and expertise across its operating companies.

VolkerWessels operates primarily in the Netherlands, the United Kingdom, North America and Germany. Operationally, its business is organised in six segments. In the countries in which VolkerWessels operates it has over 120 local operating companies, which have national and regional offices and management.

### ***About Reggeborgh***

Reggeborgh is an internationally active investment company owned by the Wessels family, with a wide variety of investments.

### ***Restrictions***

This is a joint public announcement by VolkerWessels and Reggeborgh pursuant to Section 17 Paragraph 4 of the Decree and contains inside information as meant in the European Market Abuse Regulation (596/2014).

The information in the press release is not intended to be complete. This announcement is for information purposes only and does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities.

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, Reggeborgh and VolkerWessels disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Reggeborgh, nor VolkerWessels, nor any of their advisors assumes any responsibility for any violation by any of these restrictions. Any VolkerWessels shareholder who is in any doubt as to his or her position should consult an appropriate professional advisor without delay.

Certain statements in this public announcement may be considered forward-looking statements such as statements relating to the impact of this transaction on Reggeborgh and VolkerWessels. These forward-looking statements speak only as of the date of this announcement. 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 VolkerWessels and Reggeborgh cannot guarantee the accuracy and completeness of forward-looking statements. A number of important factors, not all of which are known to VolkerWessels or Reggeborgh or are within their control, could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement as a result of risks and uncertainties facing VolkerWessels. Any forward-looking statements are made only as of the date of this press release, and VolkerWessels and Reggeborgh assume no obligation to publicly update or revise any forward looking statements, whether as a result of new information or for any other reason. Neither Reggeborgh nor VolkerWessels, nor any of their advisors, accepts any responsibility for any financial information contained in this announcement relating to the business, results of operations or financial condition of the other or their respective groups.