



**For Immediate Release**

**SIF ANNOUNCES PARTIAL EXERCISE OF OVER-ALLOTMENT OPTION**

**Roermond, the Netherlands – 2 June 2016. Sif Holding N.V. (“Sif or “the Company”), a leading manufacturer of large steel tubulars which are used as foundation components for the offshore wind and offshore oil & gas markets, announces today that the Joint Global Coordinators, on behalf of the Underwriters, have partially exercised the over-allotment option.**

As part of the Placement (the “Placement”) of Sif on Euronext Amsterdam, the Joint Global Coordinators (ABN AMRO and HSBC) on behalf of the Underwriters have been granted an over-allotment option of up to an additional 10% of the total number of shares issued and transferred in the Placement by the Selling Shareholder (GKSE Holding B.V.), representing up to 800,000 shares (the “Over-allotment Shares”).

The Over-allotment Shares were sold at the offer price of € 14.00 and consisted of secondary Shares only. With the partial exercise of the over-allotment option, pursuant to which an additional 447,010 Over-allotment Shares have been sold, the total number of offered Shares amounts to 8,447,010 which represents a free float of approximately 33%.

Sif’s issued share capital consists of 25,501,356 ordinary shares. HSBC, as the Stabilisation Agent, has informed the Company that the number of Shares acquired by HSBC as stabilisation manager is 352,990 in the Shares on Euronext Amsterdam. The stabilisation trades began on 12 May 2016 and the last stabilisation trade took place on 13 May 2016.

More information about Sif and the Placement is available in the prospectus dated 9 May 2016, approved by the AFM (the “Prospectus”). The prospectus is also available electronically via the website of Sif ([www.sif-group.com](http://www.sif-group.com)), subject to securities law restrictions in certain jurisdictions.

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**About Sif Holding N.V.**

Sif is a leading manufacturer of large steel tubulars which are used as foundation components for the offshore wind and offshore oil & gas markets. The Company manufactures customised tubular components for offshore foundations, predominantly in the greater North Sea region. Sif combines a highly automated and flexible production facility with technology leadership in rolling and welding of heavy steel plates which is based on over 65 years of experience and innovative in-house developed techniques and processes. Sif primarily produces monopiles, transition pieces and piles that are used to anchor jacket foundations in the seabed for offshore wind turbines, as well as legs, pile sleeves and piles of the larger jackets for oil & gas as well as tubular structures for various uses such as jetties.

Following completion of the new facility in the Port of Rotterdam, Sif expects to be able to deliver, store and load XL monopiles up to 11m in diameter, 120m in length and up to 2,000 tons in weight, which can carry wind turbines of over 8MW. Sif’s devotion to high-quality, technological innovation, cost effectiveness and

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on-time delivery makes it a long standing and trusted partner of choice to customers. The company is headquartered in Roermond, the Netherlands, with a production site of over 100,000m<sup>2</sup> and 13 production halls, strategically located along a key waterway in the Netherlands. For more information, please visit [www.sif-group.com](http://www.sif-group.com).

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**For press images and video footage:** [www.sif-group.com](http://www.sif-group.com)

**Important legal information**

This announcement is not a prospectus and does not contain or constitute an offer for sale or the solicitation of an offer to purchase securities in United States, Australia, Canada, Japan, or any other jurisdiction.

This communication is not an offer to sell or a solicitation of any offer to buy the securities of Sif Holding N.V. (the “Company”, and such securities, the “Securities”) in the United States or in any other jurisdiction.

This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase. It is an advertisement and not a prospectus for the purposes of the Prospectus Directive. Any purchase of securities of the Company pursuant to the proposed offering should only be made on the basis of information that will be contained in the formal prospectus in connection with the proposed offering (the “Prospectus”), as approved by the Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten), and any supplement or amendment thereto. The Prospectus contains detailed information about the Company and its management, as well as financial statements and other financial data. The Prospectus is available at [www.sif-group.com](http://www.sif-group.com).

Copies of the prospectus may be obtained at no cost through the Company’s website. It may be unlawful to distribute these materials in certain jurisdictions.

In any EEA Member State, other than the Netherlands, that has implemented Directive 2003/71/EC as amended (together with any applicable implementing measures in any Member State, the “Prospectus Directive”), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

This document has been prepared on the basis that any offer of shares in any Member State of the European Economic Area (“EEA”) other than offers (the “Permitted Public Offers”) which are made prior to the issue date or such later date as the Company may permit, and which are contemplated in the Prospectus in the Netherlands in the Netherlands and published in accordance with the Prospectus Directive, and in respect of which the Company has consented in writing to the use of the Prospectus, will be made pursuant to an exemption under the Prospectus Directive from the requirement to publish a prospectus for offers of the shares. Accordingly any person making or intending to make any offer in that Member State of shares which are the subject of the offering contemplated in this document, other than the Permitted Public Offers, may only do so in circumstances in which no obligation arises for the Company or any of the managers to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Company nor any of the managers have authorised, nor do they authorise, the making of any offer (other than Permitted Public

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ABN AMRO Bank N.V. ("ABN AMRO"), HSBC Bank plc ("HSBC"), ING Bank N.V. ("ING") and Coöperatieve Rabobank U.A. ("Rabobank") are acting exclusively for the Company and no one else in connection with any offering of the securities and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for providing advice in relation to any offering or any transaction or arrangement referred to herein."

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In connection with the Offering, HSBC Bank plc (the "Stabilisation Agent") (or persons acting on behalf of the Stabilisation Agent) may over-allot securities or effect transactions with a view to supporting the market price of the securities at a level higher than that which might otherwise prevail. However, there is no assurance that the Stabilisation Agent (or persons acting on behalf of the Stabilisation Agent) will undertake stabilisation action. Any stabilisation action may begin on or after the date of commencement of trading of the securities on the regulated market and, if begun, may be ended at any time, but it must end no later than 30 days after the date of commencement of trading of the securities.

This announcement contains "forward looking" statements, beliefs or opinions, including statements with respect to the business, financial condition, results of operations, liquidity, prospects, growth, strategy and plans of the Company, and the industry in which the Company operates. These forward looking statements involve known and unknown risks and uncertainties, many of which are beyond the Company's control and all of which are based on the directors' current beliefs and expectations about future events. Forward looking statements are sometimes identified by the use of forward looking terminology such as "believes", "expects", "may", "will", "could", "should", "shall", "risk", "intends", "estimates", "aims", "plans", "predicts", "continues", "assumes", "positioned" or "anticipates" or the negative thereof, other variations thereon or comparable

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terminology or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward looking statements include all matters that are not historical facts. Forward looking statements may and often do differ materially from actual results. They appear in a number of places throughout this announcement and include statements regarding the intentions, beliefs or current expectations of the directors or the Company with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company's business, concerning, amongst other things, the results of operations, financial condition, prospects, growth and strategies of the Company and the industry in which it operates.

These forward looking statements and other statements contained in this announcement regarding matters that are not historical facts involve predictions. No assurance can be given that such future results will be achieved; actual events or results may differ materially as a result of risks and uncertainties facing the Company. Such risks and uncertainties could cause actual results to vary materially from the future results indicated, expressed or implied in such forward looking statements. The forward looking statements contained in this announcement speak only as of the date of this document. The Company, the Selling Shareholder, the Joint Global Coordinators and the Joint Lead Managers expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward looking statements contained in this document to reflect any change in its expectations or any change in events, conditions or circumstances on which such statements are based unless required to do so by applicable law and regulation.

Certain figures contained in this document, including financial information, have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this document may not conform exactly to the total figure given.

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