

VOLUNTARY UNCONDITIONAL CASH OFFER

by



CREDIT SUISSE (SINGAPORE) LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 197702363D)

for and on behalf of

FINCANTIERI OIL & GAS S.p.A.

(Incorporated in Italy)
(Company Registration No.: 04795811001)

a direct wholly-owned subsidiary of



FINCANTIERI S.p.A.

(Incorporated in Italy)
(Company Registration No.: 00397130584)

to acquire all of the issued ordinary shares
in the capital of



VARD HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201012504K)

other than those already owned, controlled or agreed to be acquired by
Fincantieri Oil & Gas S.p.A., its related corporations and their respective nominees

DESPATCH OF WRITTEN NOTIFICATION IN RELATION TO REDUCTION OF ACCEPTANCE CONDITION AND EXTENSION OF CLOSING DATE

1. INTRODUCTION

Credit Suisse (Singapore) Limited ("**Credit Suisse**") refers to:

- (i) the offer announcement dated 13 November 2016;
- (ii) the offer document dated 1 December 2016 (the "**Offer Document**"); and
- (iii) the reduction of acceptance condition and offer declared unconditional announcement dated 12 January 2017 (the "**MAC Reduction Announcement**"),

released by Credit Suisse, for and on behalf of Fincantieri Oil & Gas S.p.A. (the "**Offeror**"),

which is a direct wholly-owned subsidiary of Fincantieri S.p.A., in connection with the voluntary conditional cash offer (the “**Offer**”) for all of the issued ordinary shares (“**Shares**”) in the capital of VARD Holdings Limited (the “**Company**”), other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

As announced by Credit Suisse, for and on behalf of the Offeror, in the MAC Reduction Announcement, the Offeror has reduced the Acceptance Condition to a level of more than 50 per cent. of the total number of Shares, and the Offer will therefore be subject to the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which will result in the Offeror and parties acting in concert with the Offeror holding more than 50 per cent. of the total number of Shares.

As the Offeror already held 656,471,268 Shares (representing approximately 55.63 per cent. of the total number of Shares) as at the date of the MAC Reduction Announcement, the reduced Acceptance Condition has therefore been satisfied as at the date of the MAC Reduction Announcement, and as the Offer is not subject to any other conditions, the Offer was declared unconditional in all respects on 12 January 2017, being the date of the MAC Reduction Announcement.

2. DESPATCH OF WRITTEN NOTIFICATION

Credit Suisse wishes to announce, for and on behalf of the Offeror, that the written notification in respect of the reduction of the Acceptance Condition and the extension of the Closing Date to 5.30 p.m. (Singapore time) on 2 February 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, has today been despatched to the Shareholders.

3. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company), the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

CREDIT SUISSE (SINGAPORE) LIMITED

For and on behalf of

FINCANTIERI OIL & GAS S.p.A.

13 January 2017

Any enquiries relating to this Announcement or the Offer should be directed to the following:

Credit Suisse (Singapore) Limited
Tel: +65 6212 2000

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and other investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor Credit Suisse guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.