

## 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**

### **FINCANTIERI S.p.A.**

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

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

# **VARD™**

a **Fincantieri** company

### **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

## **DEALINGS DISCLOSURE AND LEVEL OF ACCEPTANCES ANNOUNCEMENT**

### **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**");
- (iii) the reduction of acceptance condition and offer declared unconditional announcement dated 12 January 2017; and
- (iv) the final closing date announcement dated 10 March 2017,

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 unconditional 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.

## 2. DEALINGS BY THE OFFEROR

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the “Code”), Credit Suisse wishes to announce, for and on behalf of the Offeror, that the Offeror has acquired<sup>1</sup> the following Shares on 22 March 2017 (the “Acquired Shares”) on the Singapore Exchange Securities Trading Limited, details of which are set out below:

S/N	Description	
1.	Total number of Acquired Shares	223,000
2.	Percentage of the total number of Shares <sup>2</sup> constituted by the Acquired Shares	0.02% <sup>3</sup>
3.	Consideration paid per Share for the Acquired Shares, excluding brokerage fee, clearing fee and applicable tax	S\$0.240

## 3. LEVEL OF ACCEPTANCES OF THE OFFER AND AGGREGATE SHAREHOLDING

Pursuant to Rule 28.1 of the Code, Credit Suisse wishes to announce, for and on behalf of the Offeror, that as at 5.00 p.m. (Singapore time) on 22 March 2017, the total number of Shares (i) held before the Offer period, (ii) acquired or agreed to be acquired during the Offer period, and (iii) for which valid acceptances of the Offer have been received, are as follows:

	Number of Shares	Percentage of the total number of Shares (%) <sup>4</sup>
Shares held as at 13 November 2016, being the Offer Announcement Date, by:		

<sup>1</sup> In this Announcement, Shares agreed to be acquired pursuant to a trade on the SGX-ST on a trade date are regarded as Shares already acquired on that trade date, notwithstanding that settlement of that trade will occur three market days later.

<sup>2</sup> References to the total number of Shares in this Announcement is based on 1,180,000,000 Shares as at the date of this Announcement.

<sup>3</sup> Rounded to the nearest two decimal places.

<sup>4</sup> Rounded to the nearest two decimal places.

	<b>Number of Shares</b>	<b>Percentage of the total number of Shares (%)<sup>4</sup></b>
(i) the Offeror	656,471,268	55.63
(ii) parties acting or deemed to be acting in concert with the Offeror (" <b>Concert Parties</b> ") <sup>5</sup>	NIL	NIL
Shares acquired or agreed to be acquired between 13 November 2016 up to 5.00 p.m. (Singapore time) on 22 March 2017 (other than pursuant to valid acceptances of the Offer) by:		
(i) the Offeror	1,099,700	0.09
(ii) the Offeror's Concert Parties	NIL	NIL
Valid acceptances of the Offer as at 5.00 p.m. (Singapore time) on 22 March 2017 received from:		
(i) the Offeror's Concert Parties	NIL	NIL
(ii) Shareholders other than the Offeror's Concert Parties	170,369,209	14.44
<b>Total</b>	<b>827,940,177</b>	<b>70.16</b>

#### 4. RESULTANT SHAREHOLDING

As at 5.00 p.m. (Singapore time) on 22 March 2017:

- 4.1 the total number of Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties (including valid acceptances of the Offer) amount to an aggregate of 827,940,177 Shares<sup>6</sup>, representing approximately 70.16 per cent. of the total number of Shares; and
- 4.2 the total number of Shares owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees (including valid acceptances of the Offer) amount to an aggregate of 827,940,177 Shares, representing approximately 70.16 per cent. of the total number of Shares.

#### 5. 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

<sup>5</sup> Excludes 233,053 Shares held by Credit Suisse Securities (Europe) Limited as at 13 November 2016 pursuant to client prime brokerage activities, hedging transactions and / or stock borrowing and lending activities, as part of the ordinary course of business.

<sup>6</sup> Excludes Shares held by Credit Suisse Securities (Europe) Limited pursuant to client prime brokerage activities, hedging transactions and / or stock borrowing and lending activities, as part of the ordinary course of business.

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.**

22 March 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.*