



VARD HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201012504K)

**VOLUNTARY CONDITIONAL CASH OFFER
FOR SHARES IN VARD HOLDINGS LIMITED**

1. Introduction

The board of directors (the "**Board**") of Vard Holdings Limited (the "**Company**") wishes to inform its shareholders (the "**Shareholders**") that Credit Suisse (Singapore) Limited, 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.), has on 13 November 2016 released an announcement (the "**Offer Announcement**") that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued ordinary shares (the "**Shares**") in the capital of the Company other than those already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees.

A copy of the Offer Announcement is attached to this announcement (the "**Announcement**") and is also available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to refer to the full text of the Offer Announcement.

2. Despatch of the Offer Document

The offer document, which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance (the "**Offer Document**"), will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

3. Independent Financial Adviser

The Board will, in due course, appoint an independent financial adviser ("**IFA**") in connection with the Offer. A circular (the "**Offeree Circular**") containing the advice of the IFA and the recommendation of the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**") will be sent to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by or on behalf of the Offeror.

In the meantime, Shareholders are advised to exercise caution when dealing with their Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, until Shareholders have considered the information and the recommendation of the Independent Directors as well as the advice of the IFA set out in the Offeree Circular.

4. Directors' Responsibility Statement

The directors of the Company (including those who have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this Announcement are fair and accurate, and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Announcement), the sole responsibility of the directors of the Company has been to ensure that such information has been accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Company jointly and severally accept responsibility accordingly.

By Order of the Board
Vard Holdings Limited

Roy Reite
Executive Director and Chief Executive Officer

14 November 2016