

JOINT PRESS RELEASE

*This is a joint press release by Hydratec Industries N.V. ("**Hydratec Industries**" or the "**Company**"), and Hydra Invest B.V. (the "**Offeror**"), a direct wholly-owned subsidiary of Ten Cate Investeringsmaatschappij B.V. ("**TCIM**"), pursuant to Article 10, paragraph 3 and Article 18, paragraph 3 of the Netherlands Decree on Public Takeover Bids (Besluit openbare biedingen Wft, the "**Decree**") in connection with the recommended public cash or share offer by the Offeror (the "**Offer**") for all the issued and outstanding ordinary shares in the capital of the Company (the "**Shares**").*

*This press release does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Hydratec Industries. This press release does not constitute a prospectus. The offer is made only by means of the offer document dated 28 June 2024 (the "**Offer Document**") which constitutes an offer memorandum (biedingsbericht) for the purposes of the Offer and a prospectus for the purposes of the offer by the Offeror of non-listed ordinary shares in the capital of the Offeror (the "**Offeror Shares**") pursuant to the election of the Share Consideration (as defined below), which has been approved by the Dutch Authority for Financial Markets (Stichting Autoriteit Financiële Markten) (the "**AFM**") and is available as of today, subject to the restrictions set forth therein. This press release 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.*

HYDRA INVEST LAUNCHES RECOMMENDED PUBLIC CASH OR SHARE OFFER (KEUZEBOOD) FOR HYDRATEC INDUSTRIES SHARES

Amersfoort, the Netherlands, 28 June 2024 – With reference to the publication of the Offer Document today, the Offeror and Hydratec Industries jointly announce that the Offeror is making the Offer to all holders of Shares (each a "**Shareholder**") against: (a) EUR 142.50 in cash (*cum dividend*) per Share (the "**Cash Consideration**") or (b) at the election of each Shareholder, one Offeror Share per Share (the "**Share Consideration**" and together with the Cash Consideration, the "**Consideration**"). Terms not defined in this press release have the meaning as set forth in the Offer Document.

Transaction Highlights

- Recommended public cash or share offer by the Offeror for all Shares in Hydratec Industries at a price of EUR 142.50 per Share (*cum dividend*) to be settled in either cash or Offeror Shares.
- The Cash Consideration represents a premium of 52.4% to the last traded price of EUR 93.50 as per 18 January 2024, 57.6% premium to the three-month and 60.8% premium to the six-month volume weighted average closing Share price prior to the joint initial announcement by the Offeror and the Company dated 18 January 2024, delivering immediate, certain and attractive value to the Shareholders.
- Hydratec Industries intends to pay an interim dividend of EUR 6 to the Shareholders with a record date of 4 July 2024, reducing the payment under the Cash Consideration to EUR 136.50.
- To the extent Shareholders opt for the Share Consideration, their proportional interest in the Offeror will be equal to their proportional interest in the Company immediately prior to the settlement of the Offer ("**Settlement**") (i.e. their indirect interest in the (assets of) the Company remains unchanged).
- The acceptance period of the Offer (the "**Offer Period**") will commence at 09:00 hours CEST on 1 July 2024 and ends at 17:40 hours CEST on 23 August 2024, unless extended.
- The management board of Hydratec Industries (the "**Management Board**") and supervisory board of Hydratec Industries (the "**Supervisory Board**" and together with the Management Board, the "**Boards**") fully support the Transaction and unanimously recommend Shareholders to accept the Offer and vote in favour of the resolutions to be proposed at the extraordinary general meeting of shareholders ("**EGM**").
- Hydratec Industries will hold the EGM at 10:00 hours CEST on 14 August 2024.
- Management Board members Mr. B.F. Aangenendt and Mrs. E.H. Slijkhuis have irrevocably committed to tender their Shares (representing 5.7% of the Shares) against the Share Consideration.

- The obligation of the Offeror to declare the Offer unconditional is subject to the satisfaction or waiver of certain conditions for the completion of the Offer as further set out in section 4.6.1 (*Offer Conditions*) of the Offer Document ("**Offer Conditions**"), including that the number of Tendered, Owned and Committed Shares at the Closing Date represents at least an acceptance threshold of either: (i) 95% of the Outstanding Capital or (ii) 90% of the Outstanding Capital, if an EGM has approved certain resolutions for the implementation of the Post-Closing Merger and Sale (as described below) and such resolutions are in full force and effect (the "**Acceptance Threshold**").
- If, excluding the Shares held by Mr. B.F. Aangenendt and Mrs. E.H. Slijkhuis (and, for the avoidance of doubt, also excluding the Shares held by TCIM), the number of Tendered Shares for which the Share Consideration has been elected in the Offer Period does not exceed 5% of the Outstanding Capital at the end of the Offer Period, the Shareholders' election of a Share Consideration will be deemed to be an election of a Cash Consideration and be settled accordingly.
- In line with the intention of the Offeror to acquire 100% of the Shares or the Company's assets and operations, if the Offeror obtains at least 95% of the Shares (calculated in accordance with the DCC) (the "**Statutory Buy-Out Threshold**") it shall commence Statutory Buy-Out Proceedings. If (and subject to certain other conditions) the Tendered, Owned and Committed Shares represent at least 90% of the Outstanding Capital (the "**Post-Closing Merger Threshold**") but the Statutory Buy-Out Threshold has not been met, the Offeror intends to implement the Post-Closing Merger and Sale. In both situations, non-tendering Shareholders are likely to lose ownership over their Shares and receive financial compensation instead.
- Shareholders that opt for the Share Consideration may, at any time, offer their non-listed shares in the Offeror to TCIM for a cash consideration determined on the basis of a fixed formula that includes an EV/EBITDA multiple equal to the multiple implied by the Cash Consideration in the Offer.

The Offer

The Offeror is making the Offer on the terms and subject to the conditions and restrictions set out in the Offer Document.

Subject to the Offer being declared unconditional (*gestanddoening*), Shareholders who have validly tendered and transferred (*geleverd*) their Shares to the Offeror under the Offer will receive the relevant Consideration from the Offeror in respect of each Tendered Share.

The aggregate Cash Consideration values 100% of the Shares at approximately EUR 185,000,000. The Offeror can finance the Cash Consideration from its available cash. The Share Consideration of the Offer will be paid through the issuance of the Offeror Shares. Also see section 4.5 (*Financing of the Offer*) of the Offer Document.

Rationale

TCIM, the sole shareholder of the Offeror, has been the controlling Shareholder of the Company since its incorporation and currently directly holds approximately 70.8% of the Company's Shares.

The Offeror and the Company believe that the current listing of the Shares on the stock exchange of Euronext Amsterdam, a regulated market of Euronext Amsterdam N.V. ("**Euronext**") offers limited added value to the Company and its stakeholders. The Offeror and the Company believe that the added value does not outweigh the costs (e.g., costs relating to the listing, supervision and financial reporting, as well as advisory costs) and other disadvantages associated with the listing. They believe that, with the support of engaged, long-term Shareholders, delisting the Shares from Euronext will enhance the sustainable success of the Company and its business and create the ability to fully implement and focus on the Company's long-term strategic goals, as opposed to short-term performance driven by periodic reporting and market expectations.

The Offeror fully supports the Company's existing strategy and vision. It has no intention to change the Management Board and is committed to the long-term interests and future growth of the Company and its business, taking into account the interests of its stakeholders, including its employees, customers and suppliers.

The Company (or its successor) will continue as a separate legal entity and retain its corporate identity, brand names and culture.

The Offeror and the Company believe that the Cash Consideration provides Shareholders with the opportunity to realise immediate value for their Shares, reflecting the Group's potential at an attractive price for the Shareholders, and eliminating price risk related to the current operating and macro-economic environment and execution of the Company's strategy.

The Offeror is offering Shareholders the possibility to elect the Share Consideration in order to provide each Shareholder the opportunity to continue being an investor in the Group's business through the holding of Offeror Shares, so long as the number of Tendered Shares for which the Share Consideration has been elected in the Offer Period, excluding any Shares tendered by Mr. B.F. Aangenendt and Mrs. E.H. Slijkhuis (and, for the avoidance of doubt, also excluding the Shares held by TCIM) exceeds 5% of the Outstanding Capital at the end of the Offer Period. As a holder of Offeror Shares, such shareholder will be able to continue reaping the benefits of the business.

Non-financial covenants

The Offeror and the Company have agreed to certain non-financial covenants for a duration of 36 months after the date on which Settlement occurs (the "**Settlement Date**"), including:

- *Strategy*
The Offeror has subscribed to the Company's business strategy as set out in the 2022 annual report (the "**Business Strategy**").
- *Financing, leverage and dividend policy*
The Offeror shall procure that the Group will remain prudently capitalised and financed in order to safeguard business continuity and to support the implementation and acceleration of the Business Strategy, including but not limited to sufficient working capital financing and headroom for the Company's capex requirements. The Offeror agrees that the Company shall not amend the current dividend policy.
- *M&A and investments*
The Offeror will work with, and supports, the Group's strategic and financial strategy to grow the business both organically and through mergers and acquisitions.
- *Structure and divestments*
The Offeror shall procure that the headquarters of the Group shall remain located in Amersfoort, the Netherlands. The Group will maintain its corporate identity, core values and culture. Furthermore, the Offeror shall keep the Group and its business materially intact and shall not divest or transfer to any third party the Group as a whole (including through a transfer of Shares or Offeror Shares) nor any of the Group's material subsidiaries, material business units or material assets, other than pursuant to the Post-Closing Merger.
- *Employees*
The existing rights and benefits of the Group's employees will be respected, including existing rights and benefits under individual employment agreements, incentive plans, social plans, collective bargaining agreements and pension arrangements. The Offeror agrees that the Company continues to provide attractive career opportunities and training. Additionally, the Company will continue to focus on health and well-being of the Group's employees, as well as diversity and inclusion.

There will be no changes to, or reductions in, the total workforce as a direct consequence of the transaction. The Offeror will retain key managers and (other) employees of the Group as much as reasonably possible to the extent this fits within the Group's strategy and budget. The Offeror will also respect the Group's current employee consultation structure.

- *Protection of minority Shareholders*

As long as the Company has minority Shareholders, or until the Offeror has initiated statutory buy-out proceedings, or until the Post-Closing Merger and Sale (if applicable) is completed, the Offeror will procure that no member of the Group will (i) issue additional shares for a cash consideration to persons outside the Group without offering pre-emption rights to minority Shareholders, (ii) enter into related party transactions with the Offeror, its affiliates or any of their respective related persons which are not at arm's length, (iii) take other actions which disproportionality prejudices the value or rights relating to the minority shareholding, or (iv) effect any debt push down to the Group or charge the Group any management fees or other costs.

Reference is made to section 4.16 (*Strategy and Non-Financial Covenants*) of the Offer Document for a complete overview of the Non-Financial Covenants.

Governance of Hydratec Industries

Following Settlement, the current members of the Management Board, Mr. B.F. Aangenendt (CEO) and Mrs. E.H. Slijkhuis (CFO) will remain the sole members of the Management Board. Subject to and as per the Offeror Amendment of Articles of Association, the management board of the Offeror will be composed in the same manner.

As per the Unconditional Date (and for the avoidance of doubt: irrespective of whether or not the Offer is declared unconditional), it is proposed that the Supervisory Board will be composed as follows: Mr. D.J. Raithel (Independent Supervisory Board Member (Chair)), Ms. M.E.P. Sanders (Independent Supervisory Board Member), Mr. P. Veenema (Independent Supervisory Board Member) and Ms. J. ten Cate (Supervisory Board Member).

For as long as any Offeror Shares shall be (directly or indirectly) held by any party other than TCIM, Mr. B.F. Aangenendt and Mrs. E.H. Slijkhuis, at least one member of the supervisory board of the Offeror is required to be independent from the Offeror within the meaning of the Dutch Corporate Governance Code.

Unanimous support and recommendation by the Boards

The members of the Boards, at that time with the exception of Mr. E. ten Cate, reviewed, discussed and carefully considered the Offer and the Transaction and explored its rationale, merits, impact on the business and risks for all stakeholders of the Company, including its free float shareholders, employees, and customers. This has been set out in more detail in sections 4 (*Decision-making process by the Boards*), 5 (*The Boards' financial assessment of the offer*) and 6 (*The Boards' non-financial assessment of the offer*) of the Position Statement.

On 18 January 2024, ABN AMRO issued its Fairness Opinion to the Boards and AXECO issued its Fairness Opinion to the Supervisory Board. The full text of the Fairness Opinions, each of which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with each Fairness Opinion, is included in the Position Statement.

In line with their fiduciary responsibilities, after having received legal and financial advice and having given due and careful consideration to all circumstances and all aspects of the Transaction, including the matters listed in section 4.1 (*Sequence of events*) of the Position Statement, the Boards unanimously resolved on 18 January 2024, that the Transaction is in the best interest of Hydratec Industries and promotes the sustainable long-term and ongoing success of Hydratec Industries' business, taking into account the interests of all its stakeholders.

With reference to the above, and subject to section 4.20 (*Competing Offer*) of the Offer Document, the Boards unanimously (i) support the Transaction, (ii) recommend the Shareholders to accept the Offer at the Consideration and to tender their Shares pursuant to the Offer, and (iii) recommend the Shareholders to vote in favour of the Offer Resolutions at the EGM.

Extraordinary General Meeting of Hydratec Industries

In accordance with Article 18, paragraph 1 of the Decree, Hydratec Industries will hold the EGM on 14 August 2024 at 10:00 hours CEST. At the EGM, the Offer will be discussed and recommended to the Shareholders for acceptance and the Shareholders will be requested to vote in favour of the Resolutions. Separate convocation materials have been made available on the Hydratec Industries website (www.hydratec.com).

The information for Shareholders as required pursuant to Article 18, paragraph 2 of the Decree, is included in the Position Statement, which also includes the convocation notice and agenda for the EGM, all of which has been made available as of today on the Hydratec Industries website (www.hydratec.com).

Employee consultations

The Works Councils were consulted regarding (i) their right to take a view on the contemplated (conditional) appointment of the new Supervisory Board candidates and (ii) the Triangular Merger and the related actions as contemplated in connection therewith. The Works Councils have either rendered a positive advice regarding the Triangular Merger or waived their right of advice in writing.

Indicative timetable

Subject to acceleration, extension or withdrawal, the timetable below sets forth certain expected key dates for the Offer.

Event	Explanation	Expected date and time (CEST)
Start of Offer Period	Commencement of the acceptance period of the Offer	1 July 2024, 09:00 hours
EGM	EGM at which, among other matters, the Offer will be discussed, and the Offer Resolutions will be voted on	14 August 2024, 10:00 hours
Closing Date and Closing Time	Deadline for Shareholders to tender their Shares, unless the Offer Period is extended in accordance with Article 15 of the Decree as described in section 3.5 (<i>Extension</i>) of the Offer Document	23 August 2024, 17:40 hours
Unconditional Date	The date on which the Offeror publicly announces whether the Offer is declared unconditional (<i>gestand wordt gedaan</i>) in accordance with Article 16 of the Decree (" Unconditional Date ")	No later than three Business Days after the Closing Date (expected 28 August 2024)
Settlement Date	The date on which, in accordance with the terms and conditions of the Offer, the Offeror will pay the Consideration for each Tendered Share	No later than the third Business Day after the Unconditional Date (expected 2 September 2024)
Announcement of Post-Acceptance Period	If the Offer is declared unconditional (<i>gestand is gedaan</i>), the Offeror may, at its discretion, announce a Post-Acceptance Period for a period of up to two weeks commencing on the first Business Day following such announcement in accordance with Article 17 of the Decree (" Post-Acceptance Period ")	No later than the third Business Day after the Unconditional Date
Announcement of results	The Offeror will publicly announce the results of the Post-Acceptance Period	No later than the third Business Day after the expiration of the Post-Acceptance Period (if elected by the Offeror)
Settlement of the Tendered Shares during the Post-Acceptance Period	In accordance with the terms and conditions of the Offer, the Offeror will pay the Consideration for each Tendered Share	No later than the third Business Day after the expiration of the Post-Acceptance Period (if elected by the Offeror)

Irrevocable undertakings

The Company's largest Shareholder and current sole shareholder of the Offeror, TCIM, who holds approximately 70.8% of the Shares, has irrevocably agreed to (a) support and accept the Offer, (b) contribute (*storten*) and transfer all of its Shares to the Offeror immediately prior to Settlement against the issuance by the Offeror of an equal number of Offeror Shares less the number of Offeror Shares TCIM holds prior to contribution and (c) vote in favour of the Offer Resolutions under the terms and conditions set out herein.

The Offeror did not provide TCIM with any information relevant for a Shareholder in connection with the Offer that is not included in this Offer Document. Furthermore, subject to the transfer restrictions set out in section 8.5.10 (*Restrictions on transferability of the Offeror Shares*), there are no lock-up arrangements in place regarding the Offeror Shares to be issued to TCIM under (b) above.

In addition, Management Board members Mr. B.F. Aangenendt and Mrs. E.H. Slijkhuis, who together represent approximately 5.7% of the Outstanding Capital, have agreed to an irrevocable undertaking to, for as long as the Boards support and recommend the Transaction, (a) tender any and all Shares that they each directly or indirectly hold during the Offer Period against the Share Consideration and (b) vote on such Shares in favour of the Offer Resolutions.

The Offeror did not provide Mr. B.F. Aangenendt and Mrs. E.H. Slijkhuis with (i) any information relevant for a Shareholder in connection with the Offer that is not included in this Offer Document or (ii) any additional or specific contractual arrangements regarding their participation in the Offeror post-Transaction, other than those applicable to other Shareholders electing the Share Consideration.

Offer Period

The Offer Period will commence at 09:00 hours CEST on 1 July 2024 and will expire at 17:40 hours CEST on 23 August 2024, unless it is extended in accordance with section 3.5 (*Extension*) of the Offer Document, in which case the Closing Date shall be the date on which the extended Offer Period expires.

Shares tendered on or prior to the Closing Date cannot be withdrawn, subject to the right of withdrawal of any tender of Shares pursuant to the provisions of Article 5b, paragraph 5 and Article 15, paragraphs 3 and 8 and Article 15a paragraph 3 of the Decree and in accordance with the procedures set forth in section 3.3 (*Acceptance by Shareholders*) of the Offer Document.

Extension of the Offer Period

If one or more of the Offer Conditions is not satisfied or waived in accordance with section 4.6.2 (*Waiver*) of the Offer Document by the initial Closing Date, the Offeror may, at its sole discretion, after having consulted with the Company and subject to the provisions of Article 15 of the Decree, extend the Offer Period once with no less than two weeks and no more than ten weeks, calculated from the initial Closing Date, until such time as the Offeror reasonably believes is necessary to cause such Offer Conditions to be satisfied or waived.

During an extension of the Offer Period, any Shares previously tendered and not validly withdrawn will remain tendered under the Offer, subject to the right of each Shareholder to withdraw the Shares he or she has already tendered in accordance with section 3.3.5 (*Withdrawal rights*) of the Offer Document.

Acceptance

The tender of any Share by a Shareholder constitutes an acceptance of the Offer by the Shareholder.

Shareholders are requested to make their acceptance of the Offer, including any election of the Share Consideration (to the extent applicable), known through their custodian, bank or stockbroker no later than 17:40 hours CEST on the initial Closing Date, unless the Offer Period is extended in accordance with section 3.5 (*Extension*) of the Offer Document. The custodian, bank or stockbroker may set an earlier deadline for communication by holders of such Shares in order to permit the custodian, bank or stockbroker to communicate acceptances to ABN AMRO's Corporate Broking & Issuer Services as the settlement and exchange agent (the

"Settlement Agent") in a timely manner. Accordingly, a Shareholder should contact its financial intermediary to obtain information about the deadline by which such Shareholder must send instructions to the financial intermediary to accept the Offer and should comply with the dates set by such financial intermediary, as such dates may differ from, and be earlier than, the dates and times noted in the Offer Document.

Shareholders who opt for the Share Consideration, must irrevocably grant a power of attorney in the form of Schedule 3a of the Offer Document with due observance of the notarisation and other instructions and requirements included therein to: (a) the Settlement Agent to subscribe for the Offeror Shares on behalf of such Shareholder and to transfer their respective Tendered Shares to the Offeror as contribution on the relevant Offeror Shares, and to take and effect such other actions and acts for the completion of the Offer, and (b) a civil-law notary (*notaris*), prospective civil-law notary and person acting under the supervision of one of the civil-law notaries of AKD N.V. ("**Notary**") for the execution of the notarial deed of issue of the Offeror Shares (materially in the form of Schedule 3b of the Offer Document) allocated to, and to be received by, such Shareholders, as further described under section 3.7 (*Settlement*) of the Offer Document.

The power of attorney must be delivered to the Settlement Agent and the Notary with due observance of and in accordance with the requirements and instructions therein, no later than one Business Day prior to the Settlement Date. Shareholders who have not delivered the required power of attorney in accordance with the requirements and instructions included therein to the Settlement Agent and the Notary and taken and effected all other actions and acts reasonably requested by the Notary that may be necessary to execute the notarial deed of issue of the relevant Offeror Shares on the last Business Day prior to the Settlement Date, and where such defect has not been waived by the Offeror in accordance with section 3.3.3 of the Offer Document, will be deemed to not have validly elected the Share Consideration and to have accepted the Offer for, and will receive, the Cash Consideration for all their respective Tendered Shares.

Institutions admitted to Euronext (*aangesloten instellingen*) ("**Admitted Institutions**") may tender Shares on behalf of Shareholders and elect the Share Consideration in respect of such Shares (if applicable) only to the Settlement Agent and only in writing.

Although under normal circumstances the relevant Admitted Institution will ensure that the Tendered Shares are transferred (*geleverd*) to the Offeror, if so instructed by the Shareholder, Shareholders are advised that each Shareholder is responsible for the transfer (*levering*) of such Tendered Shares to the Offeror.

Payment of the Consideration to an Admitted Institution for the benefit of a Shareholder will only occur after all Tendered Shares of such Shareholder have been delivered. This means that if not all Tendered Shares of a Shareholder are delivered at the same time but in more than one transfer, the Consideration will only be paid once all such Tendered Shares have been delivered, i.e., no split settlement will be facilitated.

Declaring the Offer unconditional

The obligation of the Offeror to declare the Offer unconditional (*gestand doen*) is subject to the satisfaction or waiver of the Offer Conditions set out in the Offer Document. No later than on the Unconditional Date (i.e. within three Business Days following the Closing Date), the Offeror will determine whether the Offer Conditions have been satisfied or waived, to the extent permitted by Applicable Rules. If any Offer Condition is waived, the Offeror will inform the Shareholders.

On the Unconditional Date, the Offeror will announce whether the Offer is declared unconditional (*gestand wordt gedaan*) and whether the Offer Period is extended in accordance with section 3.5 (*Extension*) of the Offer Document or is terminated as a result of the Offer Conditions not having been satisfied or waived in accordance with section 4.6.2 (*Waiver*) and section 4.6.5 (*Satisfaction*) of the Offer Document. In the event that the Offer is not declared unconditional (*niet gestand is gedaan*), the Offeror will explain such decision.

In the event that the Offeror declares the Offer unconditional (*gestand doet*), the Offeror will accept all Tendered Shares and may, at its discretion, announce a Post-Acceptance Period (*na-aanmeldingstermijn*) as set out in section 3.8 (*Post-Acceptance Period*) of the Offer Document for a period of up to two weeks commencing on the first Business Day after it has publicly announced the Post-Acceptance Period to enable Shareholders who did not tender their Shares during the Offer Period to tender their Shares during the Post-Acceptance Period on the same terms and subject to the same restrictions as the Offer.

In the event that the Offeror declares the Offer unconditional (*gestand doet*), the Offeror will announce the final number of Offeror Shares to be issued by means of a press release to be published on the website of the Offeror, unless the Offeror has announced a Post-Acceptance Period, in which case the Offeror will announce the final amount of Offeror Shares to be issued at the end of the Post-Acceptance Period by means of a press release to be published on the website of the Offeror.

Settlement

Settlement will take place for Shareholders who have validly tendered (or defectively tendered provided that such defect has been waived by the Offeror) and have not validly withdrawn and have transferred (*geleverd*) their Shares for acceptance pursuant to the Offer on or prior to the Closing Date.

Settlement according to the Offer will be made as promptly as possible, but by no later than on the third Business Day after the Unconditional Date.

As of the Unconditional Date, revocation (*herroeping*), dissolution (*ontbinding*) or annulment (*vernietiging*) of a Shareholder's tender, or as of the Settlement Date transfer (*levering*) shall not be permitted. Settlement will only take place if the Offer is declared unconditional (*gestand is gedaan*).

Settlement of the Cash Consideration

Settlement of the Cash Consideration will be made in cash in euros (EUR) by transfer to the bank account that is registered with the Settlement Agent upon acceptance. The Offeror cannot guarantee that Shareholders holding Shares through an Admitted Institution will actually receive payment on the Settlement Date from the Admitted Institution with whom they hold their Shares, though, for the avoidance of doubt, Shareholders should receive the Cash Consideration shortly thereafter.

Settlement of the Share Consideration

If the 5% threshold set out above is met, each Shareholder who has validly elected the Share Consideration (or in case of a defective tender, where the Offeror has validly waived any defects in accordance with the terms of the Offer Document) will receive the Offeror Shares by way of execution of a notarial deed of issue of shares materially in the form of Schedule 3b to the Offer Document and such Shareholder will subsequently be recorded as holder of the relevant number of Offeror Shares in the shareholders' register of the Offeror.

Post-Acceptance Period

In the event that the Offeror declares the Offer unconditional (*gestand doet*), the Offeror may, in its discretion, in accordance with Article 17 of the Decree, within three Business Days after declaring the Offer unconditional, publicly announce a Post-Acceptance Period (*na-aanmeldingstermijn*) of up to two weeks commencing on the first Business Day following such announcement to enable Shareholders who did not tender their Shares during the Offer Period to tender their Shares during the Post-Acceptance Period under the same terms and subject to the same restrictions as the Offer.

Notwithstanding the foregoing, if the Acceptance Threshold has been met or waived, but the 5% threshold of the Outstanding Capital as described in section 3.2.1(b) (*Share Consideration*) of the Offer Document has not been met at the end of the Offer Period, the Shareholders will no longer have the option to elect the Share Consideration during the Post-Acceptance Period. Consequently, any Tendered Shares will be deemed to be an election of a Cash Consideration and be settled as such in accordance with sections 3.2.1(a) (*Cash Consideration*) and 3.7 (*Settlement*) of the Offer Document. The Offeror shall accept all Tendered Shares during such Post-Acceptance Period.

The Offeror will publicly announce the results of the Post-Acceptance Period and the total number and total percentage of Shares held by it in accordance with Article 17, paragraph 4 of the Decree ultimately on the third Business Day following the last day of the Post-Acceptance Period.

During the Post-Acceptance Period, Shareholders have no right to withdraw from the Offer or change their election between the Cash Consideration and the Share Consideration, regardless of whether the Shares have been tendered either during the Offer Period or during the Post-Acceptance Period. Shareholders who have

validly tendered (or defectively tendered provided such defect has been waived by the Offeror in accordance with the terms of the Offer Document) and transferred (*geleverd*) their Shares for acceptance pursuant to the Offer during the Post-Acceptance Period, will receive the Cash Consideration or, subject to the 5% threshold of the Outstanding Capital as described in section 3.2.1(b) (*Share Consideration*) of the Offer Document being met, the Share Consideration, as the case may be, for each Tendered Share within three Business Days after the expiration of the Post-Acceptance Period.

Acquisition of 100%

The Company has acknowledged that it is the intention of the Offeror to acquire 100% of the Shares or the Company's assets and operations. It is likely that the Offer, if and when it is declared unconditional (*gestand wordt gedaan*), has material implications for Shareholders who did not tender their Shares. Therefore, Shareholders considering not to tender their Shares under the Offer should carefully review the sections of the Offer Document that further explain the intentions of the Offeror, such as section 4.12 (*Consequences of the Offer for non-tendering Shareholders*) and section 4.13 (*Statutory Buy-Out Proceedings, possible Post-Closing Merger and Sale and future legal structure*), which describe certain implications to which such Shareholders will be subject if the Offer is declared unconditional (*gestand is gedaan*) and settled, whereby it is likely that non-tendering Shareholders lose ownership over their Shares and receive financial compensation instead.

Liquidity and delisting

The purchase of Shares by the Offeror pursuant to the Offer will reduce the number of Shareholders, as well as the number of Shares that might otherwise be traded publicly. As a result, the liquidity and market value of the Shares that were not tendered under the Offer, or were tendered and validly withdrawn, may be adversely affected. The Offeror does not intend to compensate for such adverse effect by, for example, setting up a liquidity mechanism for the Shares that are not tendered following the Settlement Date and the Post-Acceptance Period. However, Shareholders who elect the Share Consideration and acquire Offeror Shares shall have the Offeror Share Put Option, as further described in section 9 (*Offeror Share Put Option Post Settlement*) of the Offer Document, pursuant to which holders of Offeror Shares have an irrevocable right to offer their Offeror Shares to TCIM, exercisable at any time.

Should the Offer be declared unconditional (*gestandgedaan*), the Offeror and the Company intend to procure the delisting of the Shares from Euronext as soon as possible under Applicable Rules. This may further adversely affect the liquidity and market value of any Shares not tendered.

If the Offeror acquires 95% or more of the Shares, it will be able to procure delisting of the Shares from Euronext in accordance with Applicable Rules. However, if the Statutory Buy-Out Threshold has not been met but the Post-Closing Merger Threshold is met and the Offeror implements a Post-Closing Merger and Sale as set out in section 4.13.3 (*Post-Closing Merger and Sale*), the listing of the Shares on Euronext will also terminate. In the event that the Company will no longer be listed, the provisions applicable to the governance of listed companies will no longer apply and the rights of remaining minority shareholders may be limited to the statutory minimum.

Post settlement put option

As set out in the Offer Document, subject to Settlement, TCIM acknowledged and agreed to grant each holder of Offeror Shares the Offeror Share Put Option, which is an irrevocable right (but not the obligation) to offer by written notice (part of) its Offeror Shares to TCIM, exercisable at any time.

When offered in accordance with the terms and conditions described in section 9 (*Offeror Share Put Option Post Settlement*) of the Offer Document, TCIM has undertaken and irrevocably committed to each future holder of Offeror Shares to acquire the offered Offeror Shares at a price that will be determined on the basis of a fixed formula that includes an EV/EBITDA multiple equal to the multiple implied by the Cash Consideration in the Offer, based on the average EBITDA of the Company of the past three fiscal years according to the adopted and approved consolidated financial statements of the Group (provided that during the first year following the publication of the Offer Document such price shall be capped at the Cash

Consideration to comply with Article 5:79 of the Wft). Also see section 9 (*Offeror Share Put Option Post Settlement*) of the Offer Document.

Announcements

Any announcement contemplated by the Offer Document will be issued by means of a press release. Any press release issued by the Offeror will be made available on its website (www.hydrainvest.nl). Any press release issued by the Company will be made available on its website (<https://www.hydratec.nl/en/news/press-releases-public-offer/>).

Subject to any Applicable Rules and without limiting the manner in which the Offeror may choose to make any public announcement, the Offeror will have no obligation to communicate any public announcement other than as described in the Offer Document.

Offer Document, Position Statement and further information

The Offeror is making the Offer on the terms and subject to the conditions and restrictions contained in the Offer Document which is available as of today. In addition, Hydratec Industries has made available the Position Statement today, containing the information required by Article 18, Paragraph 2 and Annex G of the Decree in connection with the Offer.

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

Shareholders are advised to review the Offer Document and the Position Statement in detail and to seek independent advice where appropriate in order to reach a reasoned judgment in respect of the Offer and the content of the Offer Document and the Position Statement. In addition, Shareholders may wish to consult with their tax advisors regarding the tax consequences of tendering their Shares under the Offer.

Digital copies of the Offer Document are available on the website of the Offeror (www.hydrainvest.nl) and digital copies of the Offer Document and the Position Statement are available on the website of Hydratec Industries (www.hydratec.nl/en/news/press-releases-public-offer/). Copies of the Offer Document are also available free of charge at the offices of Hydratec Industries and the Settlement Agent, at the addresses mentioned below. The websites of Hydratec Industries, the Offeror and the AFM do not constitute a part of, and are not incorporated by reference into, the Offer Document.

Hydratec Industries:

Hydratec Industries N.V.
Spoetnik 20
3824 MG Amersfoort
The Netherlands

Hydra Invest:

Hydra Invest B.V.
Keizersgracht 43
1015 CD Amsterdam
The Netherlands

Settlement Agent:

ABN AMRO Bank N.V.
Corporate Broking & Issuer Services
Gustav Mahlerlaan 10
1082 PP Amsterdam
The Netherlands

Advisers

De Brauw Blackstone Westbroek N.V. is acting as Hydratec Industries' legal adviser and Squire Patton Boggs (UK) LLP as legal adviser to the Supervisory Board.

AKD N.V. is acting as legal adviser to the Offeror and TCIM.

ABN AMRO Bank N.V. is acting as Hydratec Industries' financial adviser and AXECO Corporate Finance B.V. as financial adviser to the Supervisory Board.

For more information, please contact:

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CEO Hydratec Industries N.V.
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Website: www.hydratec.nl

General restrictions

This press release contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (596/2014).

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, the Offeror and Hydratec Industries 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 Hydratec Industries, nor the Offeror, nor any of their advisers assume any responsibility for any violation by any person of any of these restrictions. Shareholders in any doubt as to their position should consult an appropriate professional adviser without delay. This announcement is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.

Forward-looking statements

This press release may include "forward-looking statements" such as statements relating to the impact of this transaction on the Offeror and Hydratec Industries and language that indicates trends, such as "anticipated" and "expected". These forward-looking statements speak only as of the date of this release. Although Hydratec Industries and the Offeror believe that the assumptions upon which their respective financial information and their respective forward-looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical experience or from future results expressed or implied by such forward looking statements. Potential risks and uncertainties include, but are not limited to, the Offeror's ability to achieve the anticipated results from the acquisition of Hydratec Industries, the effects of competition (in particular the response to the Transaction in the marketplace), economic conditions in the global markets in which the Offeror and Hydratec Industries operate, and other factors that can be found in the Offeror's and Hydratec Industries' press releases and public filings. Neither Hydratec Industries nor the Offeror, nor any of their advisers accept any responsibility for any financial information contained in this press release relating to the business or operations or results or financial condition of the other or their respective groups. Each of Hydratec Industries and the Offeror expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.