

This document is an unofficial English-language translation of the legal press release (*communiqué normé*) relating to the availability of the offer document approved (*visa*) by the French *Autorité des marchés financiers* on November 5, 2024 and of the information relating in particular to the legal, financial and accounting characteristics of Taiwan Cement Europe Holdings B.V. and is provided for information purposes only. In the event of any discrepancies between this unofficial English-language translation and the official French document, the official French document shall prevail.

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This Press Release does not constitute an offer to purchase any securities.*

PRESS RELEASE DATED NOVEMBER 6, 2024
RELATING TO THE SIMPLIFIED TENDER OFFER
FOR THE SHARES OF THE COMPANY NHOA S.A.

NHOA

INITIATED BY TAIWAN CEMENT EUROPE HOLDINGS B.V.,
A SUBSIDIARY OF



GROUP HOLDINGS

PRESENTED BY



**AVAILABILITY OF THE OFFER DOCUMENT (*NOTE D'INFORMATION*) AND OF THE INFORMATION
RELATING IN PARTICULAR TO THE LEGAL, FINANCIAL AND ACCOUNTING CHARACTERISTICS OF
TAIWAN CEMENT EUROPE HOLDINGS B.V.**

PRICE OF THE OFFER:

EUR 1.25 per NHOA share

CONDITIONAL PRICE SUPPLEMENT:

Only if certain conditions materialize, as further detailed in Section 2.2 of the Offer Document, shareholders having tendered their NHOA shares to the Offer or, if applicable, whose NHOA shares are transferred to the offeror as part of a squeeze-out, will be entitled to a conditional price supplement (*complément de prix conditionnel*) of EUR 0.65 per NHOA share (the “**Conditional Price Supplement**”).

DURATION OF THE OFFER:

10 trading days

The timetable for the simplified tender offer referred to herein (the “**Offer**”) will be set out by the French *Autorité des marchés financiers* (the “**AMF**”) in accordance with provisions of its general regulation (the “**AMF General Regulation**”).



This press release relating to the availability of the offer document approved (*visa*) by the AMF on November 5, 2024 and to the availability of the information relating in particular to the legal, financial and accounting characteristics of Taiwan Cement Europe Holdings B.V. was prepared and issued by Taiwan Cement Europe Holdings B.V., in accordance with the provisions of Articles 231-27, 1° and 2° and 231-28, I of the AMF General Regulation (the “**Press Release**”).

Pursuant to the provisions of Article L. 621-8 of the French *Code monétaire et financier* and of Article 231-23 of the AMF General Regulation, the AMF has, in accordance with its clearance decision regarding the Offer dated November 5, 2024, delivered *visa* No. 24-461 on the offer document (the “**Offer Document**”) prepared by Taiwan Cement Europe Holdings B.V. (“**TCEH**”) relating to the simplified tender offer initiated by TCEH on the shares of NHOA (the “**Offer**”).

In accordance with the provisions of Article 231-28 of the AMF General Regulation, the information relating in particular to the legal, financial and accounting characteristics of TCEH, which supplements the offer document, has been filed with the AMF on November 5, 2024 and was made available to the public on the date hereof.

The Offer Document of TCEH and the information relating in particular to the legal, financial and accounting characteristics of TCEH are available on the websites of the AMF (www.amf-france.org), of TCC Group Holdings Co., Ltd (www.tccgroupholdings.com/en/) and NHOA (www.nhoagroup.com), and may be obtained free of charge from Crédit Agricole Corporate and Investment Bank:

12 place des Etats-Unis
CS 70052
92547 Montrouge Cedex

IMPORTANT NOTICE

In accordance with the provisions of Article L. 433-4 II of the French *Code monétaire et financier* and Articles 237-1 *et seq.* of the AMF General Regulation, TCEH intends to require the AMF, at the latest within three (3) months following the closing of the Offer, to implement a squeeze-out (*retrait obligatoire*) for the NHOA shares not tendered in the Offer (other than the NHOA free shares subject to a holding period and subject to a liquidity mechanism and/or assimilated to the shares held, directly or indirectly, by the offeror) to be transferred to TCEH in return for (i) compensation per NHOA share equal to the offer price, being EUR 1.25; and (ii) entitlement to the Conditional Price Supplement of EUR 0.65 per NHOA share payable only if the conditions set forth in Section 2.2.1(B) of the Offer Document materialize.

Shareholders’ and potential investors of NHOA’s attention is drawn to the fact that (a) no Conditional Price Supplement will be due and/or paid if the Call Option or the Put Option (as such terms are defined in Section 2.2.1(A) of the Offer Document) is exercised, (b) the Call Option is deeply in the money and may therefore likely be exercised, and (c) if the Call Option is not exercised, TCC commits to procure for the exercise of the Put Option in light of the factors set forth in Section 2.2.1(A) of the Offer Document. Consequently, it is unlikely that a Conditional Price Supplement will eventually be due and paid to the shareholders of NHOA. Shareholders and potential investors of NHOA are encouraged to read the details of the conditions set forth in Section 2.2.1(B) of the Offer Document and exercise caution when dealing in NHOA securities.

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Investor contacts

For more detailed information relating to TCEH and to this Press Release, please contact:

Shelly Yeh – shellyyeh@taiwancement.com / ir@taiwancement.com

Simon Kung – simon.kung@taiwancement.com

Disclaimer

The Offer is being made exclusively in France.

This Press Release was prepared for information purposes only. This Press Release does not constitute an offer or part of an offer to sell, purchase or subscribe for any securities and it shall not be considered as constituting any solicitation of such an offer.

This Press Release may not be distributed in countries other than France, subject to the publication of this Press Release on TCC's and NHOA's websites pursuant to applicable regulations.

The dissemination of this Press Release, the Offer and its acceptance may be subject to specific regulations or restrictions in certain countries. The Offer is not made for persons subject to such restrictions, neither directly nor indirectly, and may not be accepted in any way from a country where the Offer would be subject to such restrictions. Consequently, persons in possession of this Press Release shall inquire about potential applicable local restrictions and comply with them.

TCEH and TCC will not be liable in the event of any breach of the applicable legal restrictions by any person.