MANDATORY UNCONDITIONAL CASH OFFER

by

CREDIT SUISSE (SINGAPORE) LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 197702363D)

NOMURA SINGAPORE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 197201440E)

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 – CANTIERI NAVALI ITALIANI S.p.A.
(Incorporated in Italy)
(Company Registration No.: 00397130584)

to acquire all the issued ordinary shares
in the capital of

STX OSV 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

MANDATORY UNCONDITIONAL CASH OFFER ANNOUNCEMENT

1. INTRODUCTION

1.1 The Acquisition and the Offer. Credit Suisse (Singapore) Limited and Nomura Singapore Limited (together, the “Joint Financial Advisers”) announced on 21 December 2012 (the “Pre-Conditional Offer Announcement”), for and on behalf of Fincantieri Oil & Gas S.p.A. (the “Offeror”), which is a direct wholly-owned subsidiary of Fincantieri – Cantieri Navali Italiani S.p.A. (“Fincantieri”), that, inter alia:
(i) the Offeror and Fincantieri, as the Offeror’s guarantor, entered into a share purchase agreement (the “Share Purchase Agreement”) with STX Europe AS (the “Seller”) and STX Offshore & Shipbuilding Co., Ltd, as the Seller’s guarantor, whereby the Seller agreed to sell to the Offeror and the Offeror agreed to purchase from the Seller, on the terms and subject to the conditions set out in the Share Purchase Agreement, 598,851,000 issued ordinary shares (the “Sale Shares”) in the capital of STX OSV Holdings Limited (the “Company”), representing approximately 50.75 per cent.\(^1\) of the issued share capital of the Company, for an aggregate cash consideration of S$730,598,220 (the “Purchase Consideration”), being S$1.22 in cash for each Sale Share (the “Acquisition”); and

(ii) subject to the satisfaction of the Pre-Condition (as defined in Section 1.2 below), the Offeror intended to make a mandatory unconditional 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 Pre-Conditional Offer Announcement is available on the website of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) at www.sgx.com.

1.2 Pre-Condition. In the Pre-Conditional Offer Announcement, it was stated that the Offeror would make the Offer subject to the satisfaction of the Pre-Condition. The Pre-Condition to the making of the Offer was the satisfaction or waiver, as the case may be, of the conditions (the “Closing Conditions”) to the closing of the Acquisition (the “Closing”) in accordance with the proposed terms and conditions of the Share Purchase Agreement (the “Pre-Condition”).

1.3 Satisfaction of the Pre-Condition. The Closing Conditions were satisfied or waived (as the case may be) in accordance with the proposed terms and conditions of the Share Purchase Agreement on 23 January 2013 and accordingly, the Pre-Condition was satisfied on the date of this Announcement. Pursuant to the satisfaction of the Pre-Condition and in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “Code”), the Joint Financial Advisers wish to announce, for and on behalf of the Offeror, the Offeror’s firm intention to make the Offer.

1.4 Aggregate Holding. As at the date of this Announcement, the Offeror and parties acting in concert with the Offeror own or control in aggregate 598,851,000 Shares, representing approximately 50.75 per cent. of the Shares.

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\(^1\) In this Announcement, for the purposes of computation of any percentage shareholdings, the total number of Shares is 1,180,000,000, as reported in the unaudited financial statements of the Company for the third quarter ended 30 September 2012.
2. THE OFFER

2.1 Terms. Subject to the terms and conditions set out in the offer document to be issued by the Joint Financial Advisers for and on behalf of the Offeror (the “Offer Document”), the Offer will be made by the Offeror on the following basis:

(i) the Offeror will make the Offer for all the Shares not already owned, controlled or agreed to be acquired by the Offeror, its related corporations and their respective nominees (the “Offer Shares”) in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”) and the Code;

(ii) the price for each Offer Share (the “Offer Price”) will be as follows:

For each Offer Share: S$1.22 in cash.

The Offer Price is based on the cash consideration paid by the Offeror to the Seller for each Sale Share under the Share Purchase Agreement;

(iii) the Offer will be extended, on the same terms and conditions, to all new Shares issued or to be issued pursuant to the valid exercise, on or prior to the close of the Offer, of any options (the “Options”, each an “Option”) to subscribe for new Shares under the STX OSV Holdings Limited Share Option Scheme which was approved at the extraordinary general meeting of the Company held on 27 April 2011 (the “Option Scheme”).

For the purpose of the Offer, the expression “Offer Shares” shall include all new Shares issued or to be issued pursuant to the valid exercise of the Options on or prior to the close of the Offer; and

(iv) the Offer Shares will be acquired:

(a) fully paid;

(b) free from any mortgage, charge, pledge, assessment, security interest, lien, adverse claim, levy, encroachment, right of first option or other similar encumbrance or restriction or any other agreement or arrangement the effect of which is the creation of security; and

(c) together with all rights attached or accruing to the Offer Shares including, without limitation, the right to receive all rights, benefits, entitlements, dividends, distributions or any return of capital declared, made or paid by the Company on or after the date of the Closing.

If any dividend, right, other distribution or return of capital is announced, declared, paid or made by the Company on or after the date of the Closing to a shareholder of the Company who accepts or has accepted
the Offer, the Offeror reserves the right to reduce the Offer Price payable to such accepting shareholder of the Company by the amount of such dividend, right, other distribution or return of capital.

2.2 **No Condition.** The Offer will be unconditional in all respects.

2.3 **No Undertakings.** As at the date of this Announcement, neither the Offeror nor any parties acting in concert with the Offeror has received any irrevocable undertaking from any party to accept or reject the Offer.

2.4 **Overseas Shareholders.** The availability of the Offer to persons not resident in Singapore, as shown in the register of members of the Company or as the case may be, in the records of The Central Depository (Pte) Limited (the “**Overseas Shareholders**”) may be affected by the laws of the relevant jurisdictions. Overseas Shareholders should inform themselves about, and observe, any applicable requirements in their own jurisdiction. Further details in relation to the Overseas Shareholders will be contained in the Offer Document.

3. **OPTIONS**

3.1 **Option Scheme.** As at the date of the Pre-Conditional Offer Announcement (the “**Pre-Conditional Announcement Date**”), based on the latest information available to the Offeror, there were outstanding Options granted under the Option Scheme. Under the rules of the Option Scheme, the Options are not transferable by the holders thereof. In view of this restriction, the Offeror will not make an offer to acquire the Options (although, for the avoidance of doubt, the Offer will be extended to all new Shares issued or to be issued pursuant to the valid exercise of the Options on or prior to the close of the Offer).

4. **DESCRIPTION OF THE OFFEROR AND FINCANTIERI**

4.1 **The Offeror.** The Offeror is incorporated in Italy and is an existing direct wholly-owned subsidiary of Fincantieri. The corporate purpose of the Offeror is the acquisition, management and sale of participations in the industrial, real estate or services sectors, the provision of administrative and consulting services to its subsidiaries and affiliates, the management of real estate property of any kind, and the acquisition, management and development of intellectual property rights.

4.2 **Fincantieri.** Fincantieri is one of the world’s largest shipbuilding groups, which in over 200 years of maritime history has built more than 7,000 vessels. It is a world leader in cruise ship construction and a reference player in other sectors, from naval vessels to cruise ferries, from mega yachts to special high value-added vessels, and ship repairs and conversions.

Headquartered in Trieste, Italy, Fincantieri and its subsidiaries (the “**Fincantieri Group**”) have a total of nearly 10,000 employees and in Italy alone it has eight shipyards and two design centres, one in Trieste, the largest in Europe, and the other in Genoa. Fincantieri operates in the United States through its subsidiary Fincantieri Marine Group (FMG). This
company, which serves both civilian and government customers, including the U.S. Navy and Coast Guard, has three shipyards (Marinette Marine, Bay Shipbuilding, Ace Marine), all located in the Great Lakes region. Fincantieri is present in the United Arab Emirates with Etihad Ship Building, a joint venture set up with Melara Middle East and Al Fattan Ship Industries, to design, produce and sell different types of civilian and military ships as well as perform maintenance and refitting activities. Since 2002, Fincantieri has built or has orders to build 104 ships, worth a total of EUR24 billion, and has developed dozens of prototypes in the various business segments in which it operates. The Fincantieri Group generated revenues for the financial year ended 31 December 2011 of approximately EUR2.4 billion, while owning total assets of approximately EUR3.1 billion as at 31 December 2011.

As at the Pre-Conditional Offer Announcement Date, Fincantieri had an issued share capital of approximately EUR633.48 million, of which approximately 99.355 per cent. is held by Fintecna S.p.A., with the remainder of Fincantieri's share capital being held by other private investors, including Citibank N.A. which holds 0.644 per cent..

5. DESCRIPTION OF THE COMPANY

The Company is incorporated in Singapore with its Shares being listed on the Main Board of the SGX-ST. It is a major global shipbuilder, constructing offshore and specialised vessels used in the offshore oil and gas exploration and production and oil services industries and has shipbuilding facilities in Norway, Romania, Brazil and Vietnam.

The Company employs approximately 9,200 people and operates through ten shipyards around the world (five in Norway, two in Romania, one in Vietnam and one in Brazil due to be joined by another currently under construction in this country). In the past three years it has generated average revenues of approximately EUR1.6 billion and EBITDA of approximately EUR190 million and at the end of the third-quarter of 2012, its order backlog stood at EUR2.1 billion.

The Company is one of the main players in the segment of highly advanced offshore support vessels. In particular, it is one of the world’s most important producers of Anchor Handling Tug Supply Vessels, Platform Supply Vessels and Offshore Subsea Construction Vessels. It is also one of the top builders of research, coastal patrol, seismic survey and ice-breaking vessels.

6. RATIONALE FOR THE ACQUISITION AND THE OFFER

6.1 Rationale. The Acquisition is a strategic long-term investment for the Fincantieri Group. The Offeror believes that the Acquisition represents a unique strategic opportunity for the Offeror and Fincantieri to strengthen the competitive position of the Fincantieri Group.

With the Acquisition, the Fincantieri Group will almost double its size with 21 shipyards in three different continents, nearly 20,000 employees and revenues of EUR4 billion, and Fincantieri will become one of the top five shipbuilders worldwide and the leading western producer capable of competing with its Asian peers.
Compared with the other four top producers, all of which are Korean, the Fincantieri Group boasts a leadership position in all the maritime high-tech sectors, and is enriching its product portfolio with this entry into the offshore oil and gas market, which is characterised by growth rates and profit margins higher than those in sectors where the Fincantieri Group currently operates.

The Acquisition marks Fincantieri’s entry into a market segment complementary to its current ones and will strengthen Fincantieri’s commitment to pursuing a strategy of diversification, both in terms of geographical footprint and network specialisation, as well as its development to retain its long-term competitiveness and generate important positive impact for its Italian assets. Through potential synergies with Fincantieri’s existing businesses, including the possibility to develop engineering and production of components to support the Company, there is the potential for production volumes to increase, and consequently benefit employment levels across the Fincantieri Group.

Through the Acquisition, Fincantieri will benefit from a globally recognised brand in the industry, will gain access to a network of highly specialised suppliers and will be able to leverage on the Company’s engineering and design expertise. Further, through the Acquisition, Fincantieri will have the opportunity to collaborate with an innovative and entrepreneurial management team with significant experience in the offshore industry.

The Offer will be made in compliance with the Offeror’s obligations under Rule 14.1 of the Code.

6.2 **Intention of the Offeror.** It is the intention of the Offeror to carry on the existing business of the Company, and the Offeror presently has no intention to (i) introduce any major changes to the business of the Company, (ii) re-deploy the fixed assets of the Company or (iii) discontinue the employment of the employees of the Company, save in the ordinary course of the business. However, the Offeror retains the flexibility at any time to consider any options in relation to the Company which may present themselves and which the Offeror may regard to be in the interest of the Company.

7. **LISTING STATUS OF THE COMPANY**

7.1 **Listing Status of the Company.** Under Rule 723 of the SGX-ST Listing Manual (the “Listing Manual”), the Company must ensure that at least ten per cent. of the total number of the Shares (excluding treasury shares) is at all times held by the public (the “Shareholding Requirement”). Under Rule 1105 of the Listing Manual, in the event that the Offeror and parties acting in concert with the Offeror should, as a result of the Offer or otherwise, own or control more than 90 per cent. of the Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least ten per cent. of the issued Shares (excluding treasury shares) are held by at least 500 shareholders who are members of the public.
In addition, under Rule 724(1) of the Listing Manual, if the Shareholding Requirement is not complied with, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares on the SGX-ST. Rule 724(2) of the Listing Manual states that the SGX-ST may allow the Company a period of three months, or such longer period as the SGX-ST may agree, for the proportion of the Shares held by members of the public to be raised to at least ten per cent., failing which the Company may be de-listed from the SGX-ST.

7.2 Intention of the Offeror. In the event the Company does not meet the minimum Shareholding Requirement at the close of the Offer and the SGX-ST suspends trading of the Shares, the Offeror and parties acting in concert with the Offeror do not intend to maintain the present listing status of the Company and accordingly, do not intend to place out any Shares held by the Offeror and parties acting in concert with the Offeror to members of the public to meet the Shareholding Requirement. In addition, the Offeror and parties acting in concert with the Offeror do not intend to support any action by the Company to meet the Shareholding Requirement.

8. COMPULSORY ACQUISITION

8.1 Compulsory Acquisition Rights. Pursuant to Section 215(1) of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), if the Offeror receives valid acceptances pursuant to the Offer or acquires the Offer Shares during the offer period otherwise than through valid acceptances of the Offer in respect of not less than 90 per cent. of the Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer), the Offeror will be entitled to exercise the right to compulsorily acquire all the Shares of the shareholders of the Company who have not accepted the Offer on the same terms as those offered under the Offer (the "Dissenting Shareholders").

In the event that the Offeror becomes entitled to exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Dissenting Shareholders, the Offeror intends to exercise its rights of compulsory acquisition. In such event, the Company will become a wholly-owned subsidiary of the Offeror pursuant to such compulsory acquisition.

8.2 Dissenting Shareholders’ Rights. In addition, pursuant to Section 215(3) of the Companies Act, if the Offeror acquires such number of Shares which, together with the Shares held by it, its related corporations and their respective nominees, comprise 90 per cent. or more of the total number of issued Shares, the Dissenting Shareholders have a right to require the Offeror to acquire their Shares at the Offer Price. Dissenting Shareholders who wish to exercise such a right are advised to seek their own independent legal advice.

9. FINANCIAL EVALUATION OF THE OFFER

9.1 Determination of the Offer Price. The Offer Price is based on the cash consideration per Sale Share paid by the Offeror to the Seller pursuant to the Share Purchase
Agreement. The Purchase Consideration was arrived at on a willing-buyer, willing-seller basis after an arm’s length negotiation between the Offeror and the Seller.

9.2 Evaluation of Offer Price. The Offer Price represents:

(i) a discount of approximately 12.9 per cent. to the last traded price of S$1.400 per Share as quoted on the SGX-ST on 20 December 2012, being the last trading day of the Shares on the SGX-ST preceding the Pre-Conditional Announcement Date; and

(ii) a discount of approximately 17.5 per cent. to the three-month volume-weighted average price (“VWAP”) of S$1.478 per Share, being the VWAP for the three-month period prior to, and inclusive of the last trading day of the Shares on the SGX-ST preceding the Pre-Conditional Announcement Date.

10. DISCLOSURE OF SHAREHOLDINGS AND DEALINGS

10.1 Holdings and Dealings in Shares.

(i) The Offeror and its Concert Parties. Appendix 1 to this Announcement sets out:

(a) the number of Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror as at the date of this Announcement;

(b) the dealings in the Shares by the Offeror and parties acting or deemed to be acting in concert with the Offeror during the six-month period immediately preceding the Pre-Conditional Announcement Date and ending on the date of this Announcement (the “Reference Period”); and

(c) details of the security interests granted by the Offeror and parties acting or deemed to be acting in concert with the Offeror in relation to the Offer as at the date of this Announcement.

(ii) No Other Holdings or Dealings. Save as disclosed in this Announcement, none of the Offeror and parties acting or deemed to be acting in concert with the Offeror own, control or has agreed to acquire or has dealt for value in any (a) securities which carry voting rights in the Company and (b) convertible securities, warrants, options or derivatives in respect of such Shares or securities which carry voting rights in the Company, (collectively, the “Relevant Securities”) during the Reference Period.

10.2 Other Arrangements. Save as disclosed in this Announcement, none of the Offeror and parties acting or deemed to be acting in concert with the Offeror has (a) granted a security interest relating to any Relevant Securities to another person, whether through a charge, pledge or otherwise, (b) borrowed any Relevant Securities from another person (excluding
borrowed Relevant Securities which have been on-lent or sold) or (c) lent any Relevant Securities to another person.

11. CONFIRMATION OF FINANCIAL RESOURCES

The Joint Financial Advisers, as joint financial advisers to the Offeror in connection with the Offer, confirm that sufficient financial resources are available to the Offeror to satisfy in full, all acceptances in respect of the Offer on the basis of the Offer Price.

12. OFFER DOCUMENT

Further information on the Offer will be set out in the Offer Document. The Offer Document, which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance, will be despatched to the holders of the Offer Shares not earlier than 14 days and not later than 21 days from the date of this Announcement. The Offer will remain open for acceptances by shareholders of the Company for a period of at least 28 days from the date of posting of the Offer Document.

13. 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 NOMURA SINGAPORE LIMITED

For and on behalf of

FINCANTIERI OIL & GAS S.p.A.

23 January 2013
APPENDIX 1

DISCLOSURE OF SHAREHOLDINGS AND DEALINGS IN SHARES

1. HOLDINGS OF SHARES

As at the date of this Announcement, the interests in Shares held by the Offeror and parties acting or deemed to be acting in concert with the Offeror are set out below:

<table>
<thead>
<tr>
<th>Name</th>
<th>No. of Shares</th>
<th>Direct Interest</th>
<th>Deemed Interest</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fincantieri Oil &amp; Gas S.p.A.</td>
<td>598,851,000</td>
<td>50.75%</td>
<td>-</td>
</tr>
<tr>
<td>Fincantieri – Cantieri Navali Italiani S.p.A. (1)</td>
<td>-</td>
<td>-</td>
<td>598,851,000</td>
</tr>
<tr>
<td>Fintecna S.p.A. (2)</td>
<td>-</td>
<td>-</td>
<td>598,851,000</td>
</tr>
<tr>
<td>Cassa Depositi e Prestiti S.p.A. (3)</td>
<td>-</td>
<td>-</td>
<td>598,851,000</td>
</tr>
</tbody>
</table>

Notes:

(1) Fincantieri, which is the sole shareholder of the Offeror, is deemed to have an interest in the Shares held by the Offeror by virtue of Section 4 of the SFA.

(2) Fintecna S.p.A. ("Fintecna"), which holds a 99.4 per cent. shareholding interest in Fincantieri, is deemed to have an interest in the Shares held by the Offeror by virtue of Section 4 of the SFA.

(3) Cassa Depositi e Prestiti S.p.A., which is the sole shareholder of Fintecna, is deemed to have an interest in the Shares held by the Offeror by virtue of Section 4 of the SFA.

2. DEALINGS IN SHARES

The details of the dealings in Shares during the Reference Period by the Offeror and parties acting or deemed to be acting in concert with the Offeror are set out below:

<table>
<thead>
<tr>
<th>Name</th>
<th>Date</th>
<th>No. of Shares Acquired</th>
<th>No. of Shares Sold</th>
<th>Transaction Price per Share (S$)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fincantieri Oil &amp; Gas S.p.A.</td>
<td>The Acquisition was completed on 23 January 2013</td>
<td>598,851,000</td>
<td>-</td>
<td>1.22</td>
</tr>
</tbody>
</table>
3. SECURITY ARRANGEMENTS

Shares which were acquired by the Offeror pursuant to the Acquisition and Shares which will be acquired by the Offeror pursuant to the Offer or otherwise during the offer period will be charged to Banca IMI S.p.A., Banca Carige S.p.A., BNP Paribas, Italian Branch, Cassa Depositi e Prestiti S.p.A., Sace S.p.A. – Servizi Assicurativi del Commercio Estero and Unicredit S.p.A. (collectively, the “Secured Parties”) as part of the security arrangements for the financing being provided by the Secured Parties in connection with the Acquisition and the Offer, in the event the Offeror utilises such financing.