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M.7368_RIVERSTONE / CARLYLE / HESTYA / HES

SECTION 1.2

Description of the concentration

Riverstone Holdings LLC ("**Riverstone**") and funds managed by affiliates of The Carlyle Group ("**Carlyle**") intend to acquire – via Hestya Energy B.V. ("**Hestya**") – joint control over H.E.S. Beheer N.V. ("**HES**"). To this end, Hestya will launch a public offer for all of the outstanding ordinary shares in HES, which is listed on Euronext Amsterdam. Upon successful completion of the public offer, Riverstone and Carlyle will, indirectly, acquire HES

Riverstone is an investment firm, which offers a broad range of alternative asset funds and other investment products to public and private market investors and provide capital markets solutions for the firm, its portfolio companies and other clients.

Carlyle is a global alternative asset manager, which manages funds that invest globally across four investment disciplines: (i) Corporate Private Equity (buyout and growth capital); (ii) Real Assets (real estate, infrastructure and energy); (iii) Global Market Strategies (structured credit, mezzanine, distressed, hedge funds, and middle market debt); and (iv) Solutions (private equity fund of funds program and related co-investment and secondary activities).

Hestya, currently a Riverstone portfolio company, is engaged in the development of European dry and liquid bulk terminals.

HES is a holding company for operating companies providing logistical services in ports. Its core activity is stevedoring, involving the loading and unloading of dry and liquid bulk products into and from seagoing vessels, coasters, lighters, trains and trucks and large-scale open-air and covered storage. The company's activities are concentrated mainly in the Netherlands, but HES is also developing activities in France through ATIC Services S.A. in addition to a small presence in the United Kingdom and other Member States.