



H+H International A/S
Dampfærgevej 27-29, 5th Floor
2100 Copenhagen Ø
Denmark

+45 35 27 02 00 Telephone
+45 35 27 02 01 Telefax

info@HplusH.com
www.HplusH.com

Date:
28 January 2011

Letter to the European Commission regarding Xella's announcement

Xella International Holdings S.á.r.l. (Xella) has on 14 January 2011 made an announcement on its website of its intention to make a cash offer for all shares of H+H International A/S (H+H International), cf. Company Announcement no. 232 of 17 January 2011.

In Xella's announcement the following is stated: *'In order to accelerate the process and to increase transaction certainty, Xella will promptly commence the formal regulatory review process by filing merger control notifications with the applicable merger control authorities, including notably the European Commission'*.

In order to protect the interests of H+H International and its shareholders, H+H International has today sent a letter to the European Commission as it is H+H International's view that Xella's announcement does not constitute a good faith intention to make a public bid as required by Article 4(1) of the Merger Regulation.

H+H International's view is based on the following:

- The factual background and the historical context in which the bid is made: Xella has continuously pursued a takeover of H+H International and has in all instances failed to submit a credible offer. The latest attempt was made in November 2010, cf. Company Announcement no. 229 of 16 November 2010
- The legal implications of the announcement: Under Danish law, the wording of Xella's announcement does not entail an obligation on the part of Xella to actually make the offer at any point in time. Thus, Xella's announcement *cannot* be compared to a pre-conditional offer in which - upon obtaining regulatory approval - a company would be obliged to proceed to post an actual offer to the shareholders. Also, Xella's announcement states that the announcement *'does not constitute a decision to make an offer [...]. There can be no certainty that any offer will ultimately be made'*.

For additional information please contact:
Chairman of the Board of Directors Anders C Karlsson. Telephone +46 70 524 74 80.

This is a translation of the company's announcement in Danish. In case of inconsistency between the Danish text and this English translation, the Danish text shall prevail



- The indicated offer price of DKK 67.50: This price was exactly the offer price which was rejected in the latest attempt by Xella to acquire H+H International in November 2010 and all major shareholders have confirmed that they will under no circumstances in the current market conditions accept an offer at this level.

On this basis H+H International has asked the European Commission before consider accepting a notification to verify that the required good faith condition is fulfilled.

Anders C Karlsson
Chairman of the Board of Directors