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**This announcement does not constitute a decision to make an offer under Section 4 (2) of the Danish Executive Order no. 221 of March 10, 2010 on Takeover Bids. There can be no certainty that any offer will ultimately be made.**

**Xella International Holdings S.à.r.l. announces continued intention to make a cash offer for all shares of H+H International A/S**

Xella International Holdings S.à.r.l., Luxembourg ("Xella"), hereby announces its intention to continue pursuing a combination of the businesses of H+H International A/S ("H+H") through a public tender offer for all shares of H+H to be carried out through its subsidiary Xenia S.à.r.l., Luxembourg ("Xenia").

On Friday, November 12, 2010, an offer was submitted to the Board of Directors of H+H regarding the proposed acquisition by Xenia of all outstanding shares in H+H for DKK 67.50 in cash for each H+H share of a nominal value of DKK 50 subject to certain conditions. The Board of Directors of H+H rejected this offer by press release dated Tuesday, November 16, 2010, noting after an assessment of the offer that the Board of Directors was of the opinion that the terms of the offer represent a too high risk for the shareholders considering the price offered.

Xella hereby confirms its intention to continue pursuing a combination of the businesses of H+H and Xella. 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. Following approval of the transaction by the regulatory authorities, Xella intends to proceed with an offer reflecting the key terms and conditions summarized below (the "Offer"):

**Offer Price and Premium**

The Offer price will be based on the price of DKK 67.50 in cash for each share of a nominal value of DKK 50 as was previously offered to the Board of Directors of H+H. This price represents a premium of 51.0% over the closing share price of the H+H shares as of October 21, 2010, which was the last stock exchange day before the publication by H+H of a stock exchange announcement concerning non-binding indications of interest to buy H+H. The ultimately determined Offer price may take into account changes in the market, financial or business conditions at the time the Offer is actually made.

### **Acceptance Threshold**

It is intended that the Offer will be subject to an acceptance threshold of 90% of the H+H shares.

### **Other Conditions**

The Offer will be subject to a number of conditions precedent which must be satisfied or waived at the expiration of the Offer period. These will include the absence of certain changes to the corporate organization of H+H, or the business of H+H, as well as the absence of any material adverse change with respect to the business, financial and earnings situation of H+H.

### **Board Recommendation**

Xella will continue to seek the recommendation of the Offer by the Board of Directors of H+H following receipt of the regulatory approvals.

### **Comments from Xella Management**

Jan Buck-Emden, CEO of the Xella group, comments: "We continue to believe that the price that was offered to the Board of Directors of H+H, from a financial point, represents fair value to the shareholders in H+H and a value that is attractive for the shareholders in H+H compared to a stand alone scenario for H+H. A combination of the businesses of H+H and the building materials division of Xella would lead to a stronger geographic presence for the aerated autoclaved concrete products and a basis on which to develop the businesses to the benefit of customers and employees alike in a time when the whole construction market continues to be under severe pressure following the financial crisis. We have noted the concerns of the Board of Directors of H+H relating to perceived risks and will seek to eliminate any obstacles for the shareholders in H+H in this respect."

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No decision has been made to make a tender offer. Whether or not a decision to make a tender offer will be made, is subject to certain prerequisites including formal clearance of the proposed transaction by relevant competition and other regulatory authorities and the execution of formal financing documentation.

If and when a decision to make a tender offer is made, such decision will be announced in accordance with Section 4(2) of the Danish Executive Order no. 221 of March 10, 2010 on Takeover Bids.

January 14, 2011