



## **Pre-announcement of a Public Takeover Offer**

by

### **CRH Europe Holding BV, Rijswijk, The Netherlands**

*(an indirect wholly owned subsidiary of CRH public limited company, a company with registered office in Dublin, Republic of Ireland)*

for all publicly held registered shares with a par value of CHF 1 each of

### **Gétaz Romang Holding SA, Vevey, Switzerland**

CRH Europe Holding BV ("**CRH Europe**") intends to submit a public takeover offer (the "**Offer**") pursuant to Article 22 et seq. of the Federal Act on Stock Exchanges and Securities Trading for all publicly held registered shares of Gétaz Romang Holding SA ("**Gétaz Romang**") with a par value of CHF 1 each (the "**Gétaz Romang Shares**").

#### **Offer Price**

**CHF 1,125 net per Gétaz Romang Share** (the "**Offer Price**"). The Offer Price shall be reduced by the gross amount of dividend payments or repayments of capital, as well as to reflect any dilutive events (such as capital increases with an issue price of the shares below the Offer Price, sales of assets below the market price or purchases of assets above the market price, sales of treasury shares below the Offer Price, or the issuance of options) or possible demergers, becoming effective after the announcement of the Offer.

#### **Offer Period**

The offer prospectus is expected to be published on 15 March 2007. It is expected that the Offer will be open for acceptance **starting 15 March 2007 for 20 trading days** (the "**Offer Period**"). CRH Europe reserves the right to extend the Offer Period one or several times. An extension beyond 40 trading days requires the prior consent of the Swiss Takeover Board.

## Conditions

The Offer is expected to be subject to the following conditions:

- a) CRH Europe having received, upon expiration of the Offer Period, valid acceptances with respect to Gétaz Romang Shares representing, when combined with the Gétaz Romang Shares that CRH Europe may hold at the end of the Offer Period (including the Gétaz Romang Shares purchased from Mr. Jean-Jacques Miauton and Mr. Sébastien Mottier, as well as the Gétaz Romang Shares held in treasury by Gétaz Romang), at least 66.7 per cent of the total number of Gétaz Romang Shares issued at the end of the Offer Period.
- b) Upon expiration of the Offer Period (a) no adverse events having occurred that, individually or in the aggregate, in the opinion of an independent internationally reputable expert to be appointed by CRH Europe, are or are likely to be material to the Gétaz Romang group, or (b) the Gétaz Romang group not having announced amendments or restatements of its previously published financial statements, or any other information or circumstance having become known that, individually or in the aggregate, in the opinion of an independent internationally reputable expert to be appointed by CRH Europe, has or is likely to have a material adverse effect on the Gétaz Romang group. An event or effect shall be considered materially adverse or likely to be materially adverse if it involves a reduction: (i) in the annual consolidated turnover of Gétaz Romang in excess of 5 per cent; or (ii) in the annual consolidated EBITDA of Gétaz Romang in excess of 10 per cent; or (iii) in the consolidated equity of Gétaz Romang in excess of 10 per cent; compared to the consolidated turnover, consolidated EBITDA or consolidated equity, respectively, reported as per 31 December 2006.
- c) The Swiss Competition Authority (*Commission de la concurrence*) having granted all approvals and/or clearances for the acquisition of Gétaz Romang by CRH Europe without asking any of the parties (including CRH public limited company with respect to its Swiss subsidiaries) to meet any conditions, requirements or obligations that could, taken as a whole, have a material adverse effect on their respective businesses as defined under condition b) above.
- d) (i) A general meeting of shareholders of Gétaz Romang having resolved to remove the provisions in the articles of association of Gétaz Romang limiting the ability of shareholders to be registered as shareholders with voting rights with respect to all of their Gétaz Romang Shares, respectively to exercise the voting rights attaching to all of their Gétaz Romang Shares on the occasion of a general meeting of shareholders of Gétaz Romang (*i.e.* having resolved to abrogate Article 7 para. 2, Article 8, Article 19 para. 2 as well as the 11 last words of Article 22 para. 3 ("*ainsi que la modification ou l'abrogation des articles 8 et 20*") of the current articles of association of Gétaz Romang, and to re-number the balance of the articles accordingly), (ii) the amended articles of association having been duly entered into the commercial register, and (iii) the board of directors of Gétaz Romang having resolved to register CRH Europe as a shareholder with voting rights with respect to all of the Gétaz

Romang Shares that CRH Europe may have acquired through the Offer or otherwise, subject only to the Offer having become unconditional.

- e) All members of the board of directors of Gétaz Romang having resigned from their office with effect on the final settlement date of the Offer and a general meeting of shareholders of Gétaz Romang having elected certain nominees of CRH Europe to the board of directors of Gétaz Romang with effect from the final settlement of the Offer. The names of the nominees of CRH Europe shall be indicated in the offer prospectus.
- f) The general meeting of shareholders of Gétaz Romang having not resolved any (i) dividend payment, repayment of capital, sale or purchase of assets, or demerger, representing or relating to, in aggregate, 10 per cent or more of the consolidated assets of Gétaz Romang as of 31 December 2006, (ii) a merger, or (iii) an ordinary, authorized or conditional increase of the share capital of Gétaz Romang.
- g) No court or governmental body having issued a decision or an order preventing, prohibiting or declaring illegal the Offer or its consummation.

CRH Europe reserves the right to waive, in whole or in part, one or more of these conditions.

Gétaz Romang has agreed to convene an extraordinary general meeting of shareholders on or after 17 April 2007 to resolve on the items set forth in conditions d) and e) above.

Conditions a) and b) above shall be deemed to be conditions precedent within the meaning of Article 13 para. 1 of the Ordinance of the Takeover Board on Public Takeover Offers. Conditions c) to g) shall, subject to the approval of the Swiss Takeover Board, be deemed conditions subsequent within the meaning of Article 13 para. 4 of the Ordinance of the Takeover Board on Public Takeover Offers.

#### **Additional Information**

Detailed information regarding the Offer is expected to be published in German in the *Neue Zürcher Zeitung* and in French in *Le Temps* on 15 March 2007.

#### **Restrictions to the Offer**

##### *USA*

CRH Europe is not soliciting the tender in Gétaz Romang Shares by any holder of such Gétaz Romang Shares in the United States of America. Copies of this announcement are not being mailed or otherwise distributed in or sent into or made available in the United States. Persons receiving this document (including custodians, nominees and trustees) must not distribute or send such documents or any related documents in, into or from the United States.

### *United Kingdom*

This announcement is being distributed in the United Kingdom only to and is directed at (a) persons who have experience in matters relating to investments falling within Article 19 (1) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, in the United Kingdom (the "**Order**") or (b) high net worth entities, and other persons to whom this announcement may otherwise lawfully be communicated, falling within Article 49 (1) of the Order (all such persons together being referred to as "**relevant persons**"). Any person who is not a relevant person should not act or rely on this announcement or any of its contents. The offer referred to in this announcement will not be available, and will not be engaged in with persons that are not relevant persons.

### *Other Jurisdictions*

The Offer announced herein will not directly or indirectly be made in a country or jurisdiction in which such Offer would be illegal, otherwise violate applicable laws or regulations or which would require CRH Europe to change the terms or conditions of the Offer in any way, to submit an additional application to or to perform additional actions in relation to any governmental, regulatory or legal authority. It is not intended to extend the Offer to any such countries or jurisdictions. Documents relating to the Offer must neither be distributed in nor sent to such countries or jurisdictions. Such documents must not be used for the purpose of soliciting the purchase of securities of Gétaz Romang by anyone from such countries or jurisdictions.

### **Security number / ISIN / Symbol**

Gétaz Romang Holding SA registered shares

Security number: 1541808      ISIN: CH0015418087      Symbol: GRHN

### **Place and Date**

Geneva, 5 March 2007

### **Lead Financial Advisor and Offer Manager**



### **Financial Advisor**

