

**UPDATED JOINT PRESS RELEASE**

*This is a joint press release by Titan N.V. (“Titan” or the “Company”) and ERC Investments B.V. (“ERCI” or the “Offeror”), entities incorporated under Dutch law, which updates the joint press release by Titan and ERCI of earlier today. This joint press release is issued pursuant to the provisions of Section 17, paragraph 1 of the European Market Abuse Regulation (596/2014) (the “MAR”), and Section 4 sub 1 and sub 3 of the Decree on Public Takeover Bids (Besluit openbare biedingen Wft) (the “Decree”) in connection with the announced intended recommended public offer ((the “Original Offer”), and together with the transaction contemplated thereby the “Transaction”) by the Offeror for all the issued and outstanding shares in the capital of Titan (the “Shares”). Reference is made to the joint press release by Titan and the Offeror dated 23 December 2024, to the press release by the Offeror dated 17 January 2025 with an update on the intended Original Offer (and the Revised Offer as defined below), the press release by the Offeror of 4 April 2025 confirming that no competition and regulatory conditions apply to, and update on timing of, the intended Original Offer (and the Revised Offer as defined below) and the joint press release by Titan and the Offeror dated 13 May 2025 with a further update on the Original Offer and certain amendments thereto (the “Revised Offer” and together with the transaction contemplated thereby the “Amended Transaction”). This announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Titan. Any offer by the Offeror will be made only by means of an offer memorandum. This is not for release, publication or distribution, in whole or in part, in or into, directly or indirectly, in any jurisdiction in which such release, publication or distribution would be unlawful.*

**ERCI WITHDRAWS ITS INTENDED RECOMMENDED PUBLIC OFFER FOR SHARES IN TITAN**

**Amsterdam, the Netherlands – 27 June 2025** – ERC Investments B.V. (“ERCI”), is engaged in the acquisition, management, and development of commercial and residential real estate, and Titan N.V. (“Titan” or the “Company”) Euronext: TITAN, a company formerly active in specialized IT development and services, jointly announce that they have entered into further discussions, on the basis of a proposal by the Offeror, to amend the Amended Transaction and hence to also further amend the merger agreement between ERCI and Titan dated 22 December 2024, as initially amended on 13 May 2025. It was agreed to further amend the Amended Transaction and to further amend the amended merger agreement (the “Amended Merger Agreement”), which agreed amendment results in, among others, ERCI withdrawing its intended Revised Offer (and thus also the intended Original Offer).

**Withdrawal of the announced intended recommended public offer for shares in Titan**

After due and careful consideration it has been agreed by Titan and ERCI to have ERCI not pursuing the Revised Offer (and thus also not pursuing the intended Original Offer) and hence not continuing the approval process of the offer memorandum with the Dutch Authority for the Financial Markets (the “AFM”) in connection with the intended Revised Offer (and thus also the intended Original Offer). The reasons for agreeing to ERCI not pursuing (and as a result thereof not launching) the Revised Offer (and thus also not pursuing the intended Original Offer) are, among others, the prolonged time frame of the intended Revised Offer, the obtaining of a majority shareholding by ERCI in Titan is expected to be achieved by other means (i.e. the publicly announced triangular statutory division(s) (the “Triangular Division(s)”), and the costs involved for each of Titan and ERCI.

**Future amended governance and proposed share buy back programme**

As previously announced in the joint press release of 13 May 2025 and in accordance with the Amended Merger

Agreement, the composition of the management board of the Company (the “**Management Board**”) and/or supervisory board of the Company (the “**Supervisory Board**”, and together with the Management Board, the “**Boards**”) will be amended, and such amendments are expected to be addressed at an extraordinary general meeting of shareholders of the Company to be held at the end of August 2025. At such extraordinary general meeting of shareholders, the shareholders of the Company shall be requested to adopt resolutions to, among others, (i) appoint Mrs. M. Spapens and Mr. S. Havinga as members of the Supervisory Board; and (ii) accept the resignation of, grant full and final discharge (*décharge*) to any resigning member of the Management Board and Supervisory Board, including Mrs. G.M.W. Hartevelde-Smeets and Mr. P.M. Nordling as resigning members of the Supervisory Board.

The Boards have further resolved that it will propose to the general meeting of shareholders of the Company at the aforementioned extraordinary general meeting of shareholders of the Company to request the shareholders of the Company to (re)confirm its approval of and authorization to the Management Board to announce and execute a share buy back programme pursuant to which the Company would be authorised to repurchase ordinary shares in the share capital of the Company for a maximum total amount of EUR 500,000. The purpose of this share buy back programme is to facilitate a management and employee share incentive scheme which scheme is expected to be implemented by the Company during Q4 2025. If approved it (i) is expected that such share buy back programme will become effective per Q4 2025 and will last for four (4) months as from the effective date, (ii) will be executed in compliance with and within the limitations of the then existing authority granted by the general meeting of shareholders of the Company (if any), and (iii) will only be implemented if such repurchase of ordinary shares in the share capital of the Company can be made on a fiscal-neutral basis for all relevant parties involved. Titan is intended to enter into a non-discretionary agreement with a financial intermediary to conduct the repurchase(s). If the share buy back programme is implemented, detailed information of the daily repurchased ordinary shares, individual share purchase transaction and weekly reports see Titan’s website: [titan-nv.com](https://titan-nv.com) (and after 30 June 2025: [www.ercapitalnv.nl](https://www.ercapitalnv.nl)).

### **Further Information**

Further announcements will follow if and when required. For more information, please refer to the websites of Titan and ERCL.

### **General Restrictions**

The information in this announcement is not intended to be complete. This announcement is for information purposes only and does not constitute an offer or an invitation to acquire or dispose of any securities or investment advice or an inducement to enter into investment activity. This announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy or acquire the securities of Titan in any jurisdiction.

The distribution of this press release may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the Offeror and Titan disclaim any responsibility or liability for the violation of any such restrictions by any person. Any failure to comply with these restrictions may constitute a violation of the securities laws of that jurisdiction. Neither Titan, nor the Offeror, nor any of their advisors assume any responsibility for any violation by any person of any of these restrictions. Titan shareholders in any doubt as to their position should consult an appropriate professional advisor without delay. This announcement is not to be published or distributed in any jurisdiction in which such release,

publication or distribution would be unlawful.

**Forward Looking Statements**

This press release may include “forward-looking statements” and language that indicates trends, such as “anticipated” and “expected”. Although Titan and the Offeror believe that the assumptions upon which their respective (financial) information and their respective forward- looking statements are based are reasonable, they can give no assurance that these assumptions will prove to be correct. Neither Titan nor the Offeror, nor any of their advisors accept any responsibility for any financial information contained in this announcement relating to the business or operations or results or financial condition of the other or their respective groups.

For enquiries, please contact:

**Titan N.V.**

Mr. Jan Sundelin

[info@titan-nv.com](mailto:info@titan-nv.com)

**ERC Investments B.V.**

Mr. Sebo J. Eelkman Rooda

[info@ercapital.nl](mailto:info@ercapital.nl)

**About Titan**

Titan, previously called TIE Kinetix N.V., was engaged in providing specialised IT development and services. The Titan Group has currently no business activities. Titan is currently listed at Euronext Amsterdam.

**About ERCI**

ERCI is a Dutch legal entity incorporated in connection with the Offeror and is currently part of a group of companies of which ER Capital N.V. is the holding company and which group is primarily engaged in the acquisition, management, and development of commercial and residential real estate. The latter group’s activities include investing and trading in real estate assets, active management and development of real estate assets, active managing and maintaining properties owned by ERCI as well as third parties, and providing comprehensive real estate management services, and creating added value through strategic enhancements and real estate solutions.

**Notes to the Press Release**

This is also a public announcement by Titan pursuant to Section 17, paragraph 1 of the MAR. This public announcement does not constitute an offer, or any solicitation of any offer, to buy or subscribe for any securities in Titan.