

CHICAGO BRIDGE & IRON CO N V  
Form 425  
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Subject Company: Chicago Bridge & Iron Company N.V.

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April 9, 2018

### **401(k) Blackout for CB&I Stock**

To all CB&I employees:

#### **401(k) Blackout Notice**

As part of the planned combination of CB&I and McDermott International, Inc. ( McDermott ), McDermott is offering to exchange shares of its common stock for shares of CB&I common stock ( CB&I shares ). Holders of CB&I shares will have the opportunity to take advantage of that exchange including those that have CB&I shares in their 401(k) plans. The terms and conditions of this exchange offer are described in documents that have been filed with the Securities and Exchange Commission and are being mailed to holders of CB&I shares. You will receive a letter with instructions that explain how you can participate in the exchange offer with respect to CB&I shares in your 401(k) plan account by calling Merrill Lynch and informing them of your decision. If you hold any CB&I shares outside of the 401(k) plan, you will receive separate mailings with similar information about the exchange offer.

Due to the anticipated closing of the combination, there will be a blackout period with regard to the CB&I stock portion of our 401(k) plans for every participant whether you participate in the exchange offer or not. Beginning **May 7, 2018**, and ending as soon as possible after the completion of the combination, all exchanges out, loans, withdrawals and distributions involving CB&I shares will be prohibited. That means that you will not be able to take out loans against, withdraw or distribute any funds in your 401(k) using CB&I shares. The blackout period will stay in effect from **May 7, 2018** through up to 21 business days after the completion of the combination. These dates may change in the event that the anticipated closing timing of the combination changes. We will notify you once the blackout period has ended. If you anticipate that you will need to take any of these actions, please be aware of this blackout period and plan accordingly.

You should also note that your blackout period could start earlier. If, prior to May 7, 2018, you call Merrill Lynch and inform them of your decision to exchange some or all of the CB&I shares in your 401(k) plan account in the exchange offer, a blackout period will go into effect for the CB&I shares held in your account on that date. That means that from the date you call Merrill Lynch and inform them of your decision until up to 21 days after the completion of the

combination, you will not be able to take out loans against, withdraw or distribute any funds in your 401(k) using CB&I shares. If you change your mind and provide new instructions to Merrill Lynch instructing them not to exchange any of your CB&I shares in your 401(k) plan account, this additional blackout period will be lifted. However, in all circumstances, whether you decide to participate in the exchange offer or not (and assuming there are no changes to the anticipated closing date of the combination), a blackout period will commence on **May 7, 2018** as described above.

Contributions credited to your account during the blackout period will be invested as usual, based on your investment directions in effect at the time of your contribution. During the blackout period, you may still transfer assets between investment options in the 401(k) plan that are not subject to the blackout period.

For full details and more information regarding the blackout period, please call Merrill Lynch's toll-free number: (844) CBI-401K / (844) 224-4015.

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## Forward-Looking Statements

CB&I cautions that statements in this communication which are forward-looking, and provide other than historical information, involve risks, contingencies and uncertainties that may impact actual results of operations of CB&I or McDermott, including after the proposed business combination with McDermott. These forward-looking statements include, among other things, statements about the timing and completion of the combination. Although we believe that the expectations reflected in those forward-looking statements are reasonable, we can give no assurance that those expectations will prove to have been correct. Those statements are made by using various underlying assumptions and are subject to numerous risks, contingencies and uncertainties, including, among others: the ability of McDermott and CB&I to obtain the approvals necessary to complete the proposed combination on the anticipated timeline or at all; the risk that a condition to the closing of the proposed combination may not be satisfied, or that the proposed combination may fail to close, including as the result of any inability to obtain the financing for the combination; the outcome of any legal proceedings, regulatory proceedings or enforcement matters that may be instituted relating to the proposed combination; the costs incurred to consummate the proposed combination; the possibility that the expected synergies from the proposed combination will not be realized, or will not be realized within the expected time period; difficulties related to the integration of the two companies; the credit ratings of the combined businesses following the proposed combination; disruption from the proposed combination making it more difficult to maintain relationships with customers, employees, regulators or suppliers; the diversion of management time and attention on the proposed combination; adverse changes in the markets in which McDermott and CB&I operate or credit markets; the inability of McDermott or CB&I to execute on contracts in backlog successfully; changes in project design or schedules; the availability of qualified personnel; changes in the terms, scope or timing of contracts; contract cancellations; change orders and other modifications; actions by customers and other business counterparties of McDermott and CB&I; changes in industry norms; and adverse outcomes in legal or other dispute resolution proceedings. If one or more of these risks materialize, or if underlying assumptions prove incorrect, actual results may vary materially from those expected. You should not place undue reliance on forward-looking statements. For a more complete discussion of these and other risk factors, please see each of McDermott's and CB&I's annual and quarterly filings with the U.S. Securities and Exchange Commission (the "SEC"), including their respective annual reports on Form 10-K for the year ended December 31, 2017. This communication reflects the views of CB&I's management as of the date hereof. Except to the extent required by applicable law, CB&I undertakes no obligation to update or revise any forward-looking statement.

## Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any proxy, vote or approval with respect to the proposed transaction or otherwise, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. In connection with the proposed transactions, McDermott has filed a Registration Statement on Form S-4 (the "Registration Statement") with the SEC that includes (1) a joint proxy statement of McDermott and Chicago Bridge & Iron Company N.V. ("CB&I"), which also constitutes a prospectus of McDermott and (2) an offering prospectus of McDermott Technology, B.V. in connection with McDermott Technology, B.V.'s offer to acquire CB&I shares. The Registration Statement was declared effective by the SEC on March 29, 2018. McDermott and CB&I have mailed the definitive joint proxy statement/prospectus to shareholders of McDermott and shareholders of CB&I. In addition, McDermott and McDermott Technology, B.V. have filed a Tender Offer Statement on Schedule TO-T (the "Schedule TO") with the SEC and CB&I has filed a Solicitation/Recommendation Statement on Schedule 14D-9 (the "Schedule 14D-9") with respect to the exchange offer. The solicitation and offer to purchase shares of CB&I's common stock is only being made pursuant to the Schedule TO and related offer to purchase. This material is not a substitute for the joint proxy statement/prospectus, the Schedule TO, the Schedule 14D-9 or the Registration Statement or for any other document that McDermott or CB&I may file with the SEC and send to McDermott's and/or CB&I's shareholders in connection with the proposed transactions. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION OR DECISION WITH RESPECT TO THE

EXCHANGE OFFER, WE URGE INVESTORS OF CB&I AND MCDERMOTT TO READ THE REGISTRATION STATEMENT, JOINT PROXY STATEMENT/PROSPECTUS, SCHEDULE TO (INCLUDING THE OFFER TO PURCHASE, RELATED LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) AND SCHEDULE 14D-9, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, AND OTHER RELEVANT DOCUMENTS FILED BY MCDERMOTT AND CB&I WITH THE SEC CAREFULLY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MCDERMOTT, CB&I AND THE PROPOSED TRANSACTIONS.

Investors are able to obtain free copies of the Registration Statement, joint proxy statement/prospectus, Schedule TO and Schedule 14D-9, as each may be amended from time to time, and other relevant documents filed by McDermott and CB&I with the SEC at <http://www.sec.gov>, the SEC's website, or free of charge from McDermott's website (<http://www.mcdermott.com>) under the tab, Investors and under the heading Financial Information or by contacting McDermott's Investor Relations Department at (281) 870-5147. These documents are also available free of charge from CB&I's website (<http://www.cbi.com>) under the tab Investors and under the heading SEC Filings or by contacting CB&I's Investor Relations Department at (832) 513-1068.

### **Participants in Proxy Solicitation**

McDermott, CB&I and their respective directors and certain of their executive officers and employees may be deemed, under SEC rules, to be participants in the solicitation of proxies from McDermott's and CB&I's shareholders in connection with the proposed transactions. Information regarding the officers and directors of McDermott is included in its annual report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 21, 2018, as amended by its annual report on Form 10-K/A filed with the SEC on March 8, 2018. Information regarding the officers and directors of CB&I is included in its annual report on Form 10-K for the year ended December 31, 2017, filed with the SEC on February 21, 2018, as amended by its annual report on Form 10-K/A filed with the SEC on March 22, 2018. Additional information regarding the persons who may be deemed participants and their interests is set forth in the Registration Statement and joint proxy statement/prospectus and other materials filed with the SEC in connection with the proposed transactions. Free copies of these documents may be obtained as described in the paragraphs above.