



## PRESS RELEASE

«Ad hoc announcement pursuant to Art. 53 LR»

Breitenbach/Wesel, September 29<sup>th</sup>, 2023

### **ALTANA AG has acquired a majority stake in Von Roll Holding AG**

**ELANTAS GmbH ("ELANTAS"), a subsidiary of the specialty chemicals group ALTANA AG, has finalized the purchase agreement initially signed on August 11, 2023, to acquire a majority stake in Von Roll Holding AG (SIX: ROL, "Von Roll"). All competition law clearances and other approvals required for the execution of the purchase agreement, as well as the public tender offer, have been granted.**

ELANTAS entered into a share purchase agreement with the von Finck family, through which it is acquiring an 80.9% shareholding. In addition, ELANTAS has procured 4.1% of Von Roll's shares on the market since the preannouncement's publication. In total, ELANTAS GmbH now holds 85.0% of Von Roll's shares. Taking into account the tender agreements concluded with Von Roll's management and the own shares Von Roll holds, the total shareholding will amount to 88.7%.

The appointment of ELANTAS GmbH's nominated members to the Von Roll Board of Directors, as resolved during the Extraordinary General Meeting held on September 13, 2023, has now taken effect. As of immediately, the new members joining the Board are Ravindra Kumar (Chairman), Antonio Nastasi, Holger Wiebelhaus, and Jan Bir, in addition to the incumbent member and CEO, Dr. Christian Hennerkes. Simultaneously, Dr. Kalantzis, Mr. Bruckmeier, and Mr. von Finck left from their roles on the Von Roll Board of Directors today.

The voluntary public tender offer for all publicly held bearer shares of Von Roll Holding AG remains open for acceptance. The conditions regarding b) "Clearances under competition law and other authorizations" and d) "Resignation/election of members of the Board of Directors" of the public tender offer are deemed to have been fulfilled. The tender offer is also subject to other customary offer conditions, which are set out in the offer prospectus of September 8, 2023, under B 7. The offer period commenced on September 25, 2023, and is scheduled to conclude on October 27, 2023, at 4:00 p.m., CEST. It is anticipated that the offer will be finalized in November 2023. A detailed indicative timetable is included in the offer prospectus.

#### **About Von Roll Holding AG**

Founded in 1823, Von Roll is one of the most traditional companies in Switzerland. In the course of the company's history, Von Roll had to adapt several times to changing market environments and has evolved from Switzerland's largest steel and iron works into a high-tech industrial company that is driving the energy revolution.

Today, Von Roll is the global market leader for electrical insulation systems that are used for the largest wind turbines. It develops high-performance materials for the next generation of batteries in the field of e-mobility and produces extremely durable lightweight components for the aircraft industry. With 14 locations worldwide and around 1.000 employees, the group serves customers in more than 80 countries.

## About ALTANA

ALTANA is a global leader in true specialty chemicals. The Group offers innovative, environmentally compatible solutions for coating manufacturers, paint and plastics processors, the printing and packaging industries, the cosmetics sector and the electrical and electronics industry. The product range includes additives, special coatings and adhesives, effect pigments, sealants and compounds, impregnating resins and varnishes, and testing and measuring instruments. ALTANA's four divisions, BYK Additives & Instruments, ECKART Effect Pigments, ELANTAS Electrical Insulation, and ACTEGA Coatings & Sealants, all occupy a leading position in their target markets with respect to quality, product solution expertise, innovation, and service.

Headquartered in Wesel, Germany, the ALTANA Group has 48 production sites and 63 service and research laboratories worldwide. Throughout the Group more around 7,000 people work to ensure the worldwide success of ALTANA. In 2022, ALTANA achieved sales of more than 3 billion euros. Around 7 percent of sales are invested in research and development every year. Its high earning power and high growth rate make ALTANA one of the most innovative, fastest growing, and profitable chemical companies in the world.

[www.altana.com](http://www.altana.com)

## About ELANTAS

ELANTAS, a company of ALTANA AG, produces protective materials and liquid insulating materials for the electrical and electronics industry. The products are used, for example, in electric motors, household appliances, cars, generators, wind turbines, transformers, capacitors, lights, and sensors. They help product developers build ever smaller and more powerful electrical and electronic devices, thus saving material and energy. At the same time, the products help to extend the life cycle of electrical and electronic components. ELANTAS is represented by twelve manufacturing companies in all the world's major regions. In 2022, the company employed 1,083 people.

[www.elantas.de](http://www.elantas.de)

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\* This media release contains information based on the current state of knowledge. Unforeseeable risks and influences may cause deviations from the statements made. For more detailed information on the company and its business performance, please refer to the annual report and the half-year report of Von Roll Holding AG. These can be downloaded digitally at <https://www.vonroll.com/>.

The offer described in this press release (the Offer) is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of the documents and materials relating to the Offer and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and securities cannot be tendered in the Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of securities in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of securities made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of securities participating in an Offer will be required to represent that it is not a U.S. Person and is not acting for the account or benefit of a U.S. Person, is not located in the United States and is not participating in such Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Offer from the United States and who is not a U.S. Person. As used in this document, "United States" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia. The Offeror reserves the right, in its sole discretion, to reject as invalid any acceptances of the Offer by holders who are unable to provide the above representations.

Neither this press release nor the Offer is not being made by, and has not been approved by, an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000. In the United Kingdom ("U.K."), this press release and any other documents relating to the Offer is/will be directed only at persons (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (ii) falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc. ") of the Order or (iii) who are not authorized persons." of the Order or (iii) to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of Financial Services and Markets Act 2000) in connection with the offer to purchase securities may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). No communication in respect of the Offer must be acted on or relied on by persons who are not relevant persons. The Offer, any investment or investment activity to which this press release relates is/will be available only to relevant persons and will be engaged in only with relevant persons.