



Ad hoc announcement pursuant to Article 53 LR

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Swiss Steel Group announces decisions of the Swiss Takeover Board

Lucerne, March 14, 2024 | Swiss Steel Group announces the decisions of the Swiss Takeover Board regarding validity of a planned opting-out clause in the articles of association (863/01) and regarding a restructuring exemption from the obligation to make a public takeover offer (865/01)

On January 12, 2024, Swiss Steel Holding Ltd. submitted a request to determine the validity of a planned opting-out clause in its articles of association (the "**Articles**").

The Swiss Takeover Board (the "**Takeover Board**") issued the following decision on February 14, 2024:

1. Based on the files currently available to the Takeover Board, it is confirmed that the opting-out clause, which is to be submitted to the shareholders of Swiss Steel Holding Ltd., is valid under takeover law provided that (i) the shareholders of Swiss Steel Holding Ltd. are informed transparently about the introduction of the opting-out clause and its consequences and about the intentions, to the extent known, of PCS Holding AG, BigPoint Holding AG and the shareholder group consisting of Liwet Holding AG and ComplexProm Joint Stock Company, and (ii) the majority of the votes represented and the majority of the votes represented of the minority shareholders at the planned general meeting of Swiss Steel Holding Ltd. approve the opting-out clause.
2. It is confirmed that in the vote on the introduction of the opting-out clause at the planned general meeting of Swiss Steel Holding Ltd., the votes of PCS Holding AG, BigPoint Holding AG and the shareholder group consisting of Liwet Holding AG and ComplexProm Joint Stock Company are not to be counted when determining the "majority of the minority".
3. Swiss Steel Holding Ltd. shall publish the present decision at the same time as Swiss Steel Holding Ltd. announces the planned capital increase.
4. Swiss Steel Holding Ltd. must publish the provisions of the present decision as well as the reference to the right of objection of qualified shareholders, pursuant to article 6 and 7 Takeover Ordinance.
5. The present decision will be published on the website of the Takeover Board following its publication in accordance with clause 4 above.



6. If the present decision is not published, clause 1 and clause 2 shall only have legal effect in connection with the transaction described in this decision.
7. The fee payable by Swiss Steel Holding Ltd. amounts to CHF 50,000.

Objection (article 58 of the Takeover Ordinance)

A shareholder who has been holding at least 3% of the voting rights of Swiss Steel Holding Ltd., whether exercisable or not (a "qualified participation", article 56 Takeover Ordinance), since the date of publication of the decision, may file an objection against the decision of the Takeover Board. The objection must be filed with the Takeover Board within five trading days from the date of publication of the decision. The objection must contain a motion, summary reasons and proof of the qualified participation according to article 56 para. 3 and para. 4 Takeover Ordinance (article 58 para. 3 Takeover Ordinance).

On February 26, 2024, Swiss Steel Holding Ltd., Martin Haefner, and BigPoint Holding AG submitted a request regarding a restructuring exemption from the obligation to make a public takeover offer.

The Takeover Board issued the following decision on March 8, 2024:

1. In connection with the described transaction, Martin Haefner and BigPoint Holding AG are hereby granted an exemption pursuant to article 136 para. 1 lit. e FMIA from the obligation to make a public takeover offer pursuant to article 135 para. 1 sentence 1 FMIA with respect to the listed equity securities of Swiss Steel Holding Ltd. without conditions.
2. Swiss Steel Holding Ltd. shall publish the provisions of the present decision as well as the reference to the right of objection of qualified shareholders, in accordance with article 61 para. 3 and 4 Takeover Ordinance.
3. The present decision will be published on the website of the Takeover Board following its publication in accordance with clause 2 above and the public announcement of the capital increase by Swiss Steel Holding Ltd. described in the present decision.
4. If the present decision is not published, clause 1 shall only have legal effect in connection with the capital increase described in this decision.
5. The fees payable by Swiss Steel Holding Ltd., Martin Haefner, and BigPoint Holding AG, with joint and several liability, amounts to CHF 40,000.

The Board of Directors of Swiss Steel Holding Ltd. has decided not to publish a separate report within the meaning of article 61 para. 3 lit. a Takeover Ordinance.



Objection (article 58 of the Takeover Ordinance)

A shareholder who has been holding at least 3% of the voting rights of the target company, whether exercisable or not (a "qualified participation", article 56 Takeover Ordinance), and who has not yet participated in the proceedings, may file an objection against the present decision. The objection must be filed with the Takeover Board within five trading days from the date of publication of the decision. The objection must contain a motion, summary reasons and proof of the participation according to article 56 para. 3 and para. 4 Takeover Ordinance (article 58 para. 3 Takeover Ordinance).

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About Swiss Steel Group

Swiss Steel Group with headquarters in Lucerne (Switzerland) is one of the world's leading producers of special steel long products. Thanks to the exclusive use of steel scrap in electric arc furnaces, the Group is one of the most relevant companies in Europe in the circular economy and is among the market leaders in the field of sustainably produced steel - Green Steel. Swiss Steel Group has its own production and distribution entities in over 30 countries and, through its strong local presence, offers a wide range of individual solutions in the fields of engineering steel, stainless steel, and tool steel. Swiss Steel Group is listed on the SIX Swiss Exchange and generated a revenue of around EUR 3 billion in 2023 with approximately 8,800 employees.

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A decision to invest in securities of Swiss Steel Holding AG should be based exclusively on the prospectus published by Swiss Steel Holding AG (the "**Company**") for such purpose.

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