

## Invitation to the Extraordinary General Meeting of Shareholders

April 4, 2024, 2:30 pm (doors opening 1:30 pm)

Werkstrasse 7, 6020 Emmenbrücke

### Agenda items and proposals of the Board of Directors

#### 1. Capital reduction by way of nominal value reduction

The Board of Directors proposes that the Company's share capital be reduced as follows:

1. The share capital with the current nominal value of CHF 458,828,620.65 is reduced by CHF 214,120,022.97 to CHF 244,708,597.68.
2. The capital reduction will be carried out by reducing the nominal value of all 3,058,857,471 issued registered shares from CHF 0.15 each to CHF 0.08 each.
3. The entire reduction amount is booked to the statutory capital reserve.
4. Article 3 para. 1 of the Articles of Incorporation is amended as follows:

<i>Previous version</i>	<i>New version</i>
<p><u>Art. 3</u></p> <p>1. The Company's share capital amounts to CHF 458,828,620.65 and is divided into 3,058,857,471 registered shares with a nominal value of CHF 0.15 each. It is fully paid up.</p> <p><i>Paragraph 2 continues to apply unchanged.</i></p>	<p><u>Art. 3</u></p> <p>1. The Company's share capital amounts to CHF 244,708,597.68 and is divided into 3,058,857,471 registered shares with a par value of CHF 0.08 each. It is fully paid-in.</p> <p><i>Paragraph 2 continues to apply unchanged.</i></p>

The remaining provisions of the Articles of Incorporation shall continue to apply unchanged, subject to the adoption of the proposals in the following agenda items.

5. The capital reduction by way of nominal value reduction according to this agenda item 1 is carried out within the meaning of article 653q CO at the same time as the ordinary increase of the share capital proposed under agenda item 2 and is to be registered in the commercial register at the same time as ordinary capital increase.

Explanations: The current nominal value per share is CHF 0.15, while the shares are currently traded on the stock exchange at a lower price. It is not permissible by law to issue shares at a price below the nominal value of the shares. To be able to carry out the ordinary capital increase as proposed for restructuring purposes according to agenda item 2, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders that the nominal value per share be reduced. There will be no distribution to shareholders and the capital reduction is limited to the extent necessary for the restructuring. The reduction amount is booked to the statutory capital reserve. The proposed use of the reduction amount corresponds to a transfer within the Company's shareholders' equity (from nominal share capital to statutory capital reserves) that affects all shares equally – the rights of shareholders are not affected, neither their financial rights nor their participation rights. The total shareholders' equity also remains unchanged.

The capital reduction by way of nominal value reduction according to this agenda item 1 is carried out according to article 653q CO at the same time as the ordinary capital increase proposed under agenda item 2 and will be filed for registration in the commercial register simultaneously. Accordingly, statutory procedural simplifications apply in connection with the proposed capital reduction.

#### 2. Ordinary capital increase

Subject to the capital reduction by nominal value reduction according to agenda item 1 being approved, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders an ordinary capital increase as follows:

1. The share capital will be increased by nominal CHF 248,080,000.00 through the issuance of 3,101,000,000 fully paid-up registered shares with a nominal value of CHF 0.08 each and an issue price of CHF 0.0925 each. The Board of Directors is obliged to implement the capital increase to the full extent of the subscribed capital.
2. The new registered shares to be issued are entitled to dividends with the entry of the capital increase in the commercial register. The voting rights of the newly issued registered shares arise with the entry of the registered shares in the Company's share register.
3. The newly issued registered shares have no preferential rights and no special advantages are granted.
4. The contributions for all new registered shares to be issued must be made in cash.
5. The new registered shares are subject to the registration restrictions according to article 4 of the Articles of Incorporation.
6. The subscription rights of existing shareholders will be materially preserved. To implement the capital increase, the new registered shares to be issued will be subscribed by the mandated UBS AG on the basis of a firm underwriting agreement and offered to existing shareholders for subscription. The Board of Directors is authorised to determine the further modalities for the exercise of the subscription rights and further modalities in connection thereto. Subscription rights not exercised will be allocated by the Board of Directors in the interests of the Company, for example by allocation to the existing shareholder BigPoint Holding AG, which has undertaken to acquire all new registered shares to be issued at the issue price.
7. The Board of Directors shall execute the capital increase and have it entered in the commercial register together with the capital reduction according to agenda item 1 above, at the latest within the statutory period for the execution of capital increases.

Explanations: The Board of Directors intends to execute, for the purpose of financial restructuring, an ordinary capital increase while safeguarding shareholders' subscription rights. The ordinary capital increase is expected to generate gross proceeds of at least EUR 300 million.

The number of new registered shares to be issued and the increase amount were calculated using the EUR/CHF exchange rate on March 12, 2024 and on the basis of the maximum price offered by BigPoint Holding AG for the acquisition of all new registered shares to be issued and determined in such a way that, based on the calculation bases applied, the Company will receive capital equivalent to at least EUR 300 million.

As part of the ordinary capital increase, each shareholder will receive proportional rights to subscribe for new registered shares at the subscription price. The main shareholder BigPoint Holding AG has undertaken to exercise all subscription rights allocated to it and also to acquire all registered shares, for which no subscription rights are exercised, and which are not allocated by the Board of Directors otherwise, at the fixed issue price per registered share (Backstop). The subscription rights issue is expected to take place in April 2024. Shareholders will be informed of the subscription rights issue by their custodian banks in due course and are requested to proceed according to the instructions of their respective custodian bank.

In the event that the BigPoint Holding AG's Backstop is used (in whole or in part) by the Company and BigPoint Holding AG consequently exceeds the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights in the Company, BigPoint Holding AG is exempt from the duty to make an offer pursuant to article 135 para. 1 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (FinMIA). The Company has submitted, together with BigPoint Holding AG, an application to the Takeover Board for an exemption from the duty to make an offer pursuant to article 136 para. 1 lit. e FinMIA (so-called restructuring exemption), which was granted by the Takeover Board in its decision dated March 8, 2024. Because the decision of the Takeover Board is not yet legally binding at the time of publication of this invitation, the Board of Directors proposes as a precautionary measure the introduction of a (transaction-specific) opting out provision in the Company's Articles of Incorporation in accordance with agenda item 4.

### **3. Change of Articles of Incorporation: Right to nominate candidates for election to the Board of Directors**

Subject to the ordinary capital increase according to agenda item 2 being approved, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders that article 11 para. 5, 7 and 8 of the current Articles of Incorporation be amended as follows and that article 11 para. 6 of the current Articles of Incorporation be deleted without replacement:

<i>Previous version</i>	<i>New version</i>
<p><b>Art. 11</b></p> <p>5. Shareholders who alone or in concert hold 17.5% or more of the share capital and voting rights of the Company are entitled to nominate a person for election as a member of the Board of Directors.</p> <p>6. Shareholders who alone or in concert hold 35% or more of the share capital and voting rights of the Company are entitled to nominate two persons for election as members of the Board of Directors.</p> <p>7. The right to nominate a person for election as a member of the Board of Directors according to the above clauses 5 and 6 of this article or to vote out a person nominated and elected as a member of the Board of Directors on the basis of such a provision must be exercised within the period according to article 5 clause 4 of the Articles of Incorporation. The Board of Directors may authorise exceptions to this deadline.</p> <p>8. The majority of the Board of Directors should consist of members who are independent of all shareholders who alone or in concert hold 17.5% or more of the share capital and voting rights of the Company, whereby a person is deemed to be independent if he or she is not in a relationship of mandate, employment or other legal or economic dependency with the shareholder in question, its Group companies and its controlling shareholders, is not directly or indirectly involved in or beneficially entitled to any of the aforementioned, and is not related to the shareholder in question or a person directly or indirectly involved in or beneficially entitled to the shareholder in question. The right to nominate according to the above clauses 5 and 6 of this article and the election of the correspondingly nominated persons by the General Meeting is not restricted by this clause 8. The Board of Directors must observe the provisions of this section 8 when submitting proposals to the General Meeting. If the composition of the Board of Directors does not or no longer meets the requirements of this clause 8 after the election by the General Meeting or due to the resignation or deselection of members, the Board of Directors must propose the election of additional independent members to the Board of Directors at the next ordinary General Meeting.</p> <p><i>Clauses 1 to 4 continue to apply unchanged.</i></p>	<p><b>Art. 11</b></p> <p>5. Shareholders who alone or in concert hold 10% or more of the share capital and voting rights of the Company are entitled to nominate a person for election as a member of the Board of Directors.</p> <p>[the former para. 6 to be deleted]</p> <p>6. The right to nominate a person for election as a member of the Board of Directors according to the above clause 5 of this article or to vote out a person nominated and elected as a member of the Board of Directors according to this provision must be exercised within the period specified in article 5 clause 4 of the Articles of Incorporation. The Board of Directors may authorise exceptions to this deadline.</p> <p>7. The majority of the Board of Directors should consist of members who are independent of all shareholders who alone or in concert hold 10% or more of the share capital and voting rights of the Company, whereby a person is deemed to be independent if he or she is not in a relationship of mandate, employment or other legal or economic dependency with the shareholder in question, its Group companies and its controlling shareholders, is not directly or indirectly involved in or beneficially entitled to any of the aforementioned, and is not related to the shareholder in question or a person directly or indirectly involved in or beneficially entitled to the shareholder in question. The right to nominate according to the above clause 5 of this article and the election of the persons nominated accordingly by the General Meeting is not restricted by this clause 7. The Board of Directors must observe the provisions of this clause 7 when submitting proposals to the General Meeting. If the composition of the Board of Directors does not or no longer meets the requirements of this clause 7 after the election by the General Meeting or due to the resignation or deselection of members, the Board of Directors must propose the election of additional independent members to the Board of Directors at the next ordinary General Meeting.</p> <p><i>Clauses 1 to 4 continue to apply unchanged.</i></p>

The remaining provisions of the Articles of Incorporation remain unchanged, subject to the adoption of the proposals in the other agenda items.

**Explanations:** If the capital increase is approved according to agenda item 2, the Board of Directors considers it appropriate to adapt the nomination right according to article 11 para. 5 of the current Articles of Incorporation to the new circumstances and to reduce the threshold for the right to nominate a person

as a member of the Board of Directors from 17.5% to 10%. In contrast, the nomination right according to article 11 para. 6 of the Articles of Incorporation for the election of two persons to the Board of Directors for shareholders holding more than 35% of the share capital and voting rights should be cancelled without replacement and clauses 7 and 8 adjusted accordingly.

#### 4. Change of Articles of Incorporation: Opting out

Subject to the ordinary capital increase according to agenda item 2 being approved, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders that a new Article 20 be introduced as follows:

<i>Previous version</i>	<i>New version</i>
n/a	<p><b><u>VII. Opting out</u></b></p> <p><u>Art. 20</u></p> <p>In the event and provided that a shareholder of the Company as well as persons or companies (whether registered or not) that control this shareholder, are under common control with this shareholder or act in concert with this shareholder, exceed the threshold of 33<math>\frac{1}{3}</math>% of the voting rights in the Company by subscribing for or acquiring registered shares of the Company in the course of the ordinary capital increase to be carried out in 2024, this shareholder and the persons or companies that control this shareholder, are under common control with this shareholder or are acting in concert with this shareholder are exempt from the obligation to make a public takeover offer according to Article 135 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (FinMIA).</p>

The remaining provisions of the Articles of Incorporation remain unchanged, subject to the acceptance of the proposals in the other agenda items.

Explanations: Based on the experience gained from the two capital increases in 2020 and 2021 and the preceding takeover law proceedings regarding the granting of a restructuring exemption (see TOB proceedings 0750/01 and 0750/02), it is clear to the Board of Directors that a capital increase will only be realisable if the issue of the obligation to make an offer (or avoid it) has been clarified. Due to the difficult financial situation of the Swiss Steel Group and the risks of an investment in the Company, it must be assumed that a capital increase will only succeed with a further commitment by one or all of the main shareholders (i.e., BigPoint Holding AG, PCS Holding AG and the shareholder group consisting of Liwet Holding AG und ComplexProm Joint Stock Company) and that their capital and voting shares in the Company will therefore increase, depending on the individual investment amounts. Prior to this invitation being issued, BigPoint Holding AG has given the Board of Directors the backstop commitment described under agenda item 2, which is subject to the condition that BigPoint Holding AG will not be obliged to make an offer if the 33 $\frac{1}{3}$ % threshold is exceeded as a result of participation in the capital increase.

As stated under agenda item 2, the Company, together with BigPoint Holding AG, has submitted an application to the Takeover Board for the granting of an exemption from the duty to make an offer pursuant to art. 136 para. 1 lit. e FinMIA (so-called restructuring exemption), which was granted by the Takeover Board by decision dated March 8, 2024. As the decision of the Takeover Board is not yet legally binding at the time of publication of this invitation, the Board of Directors proposes as a precautionary measure the introduction of a (transaction-specific) opting out provision in the Company's Articles of Incorporation in accordance with this agenda item 4. On February 14, 2024, the Takeover Board also issued a decision on this point, in which the validity under takeover law of the new opting out provision proposed with this invitation was determined under the conditions stated in the decision. This ruling is also not yet legally binding at the time of publication of this invitation. If, at the time of the Extraordinary General Meeting of Shareholders, neither the ruling on the restructuring exception nor the ruling on opting out is legally binding, the conditions under the Backstop of BigPoint Holding AG will not be fulfilled, with the consequence that the proposed capital increase can presumably not be carried out.

The Board of Directors is of the view that the inclusion of the opting out provision in the Articles of Incorporation is in the best interest of the Company, the shareholders and all other "stakeholders" and – if the restructuring exemption will not become legally binding – is a mandatory component of the planned capital increase, which is urgently required for the continued existence of the Company. If the decision regarding the restructuring exception has become legally binding, the Board of Directors reserves the right not to put agenda item 4 to the vote due to lack of necessity.

According to art. 135 para. 1 FinMIA, a shareholder (or group of shareholders acting in concert) who acquires shares in a listed company (target company) — whether existing shares via the stock exchange or new shares as part of a capital increase or by other means — and in doing so, taking into account the shares the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights (whether exercisable or not) of this target company, submit a public offer to all other shareholders to acquire all shares of this target company at a price that may not be below a certain minimum price set out in article 135 FinMIA. The minimum price is the higher of the following two prices: (i) the highest price paid directly or indirectly for shares in the target company by the shareholder obliged to make the offer in the twelve months preceding the submission of the offer, and (ii) the current stock exchange price of the shares in the target company (as determined according to the applicable statutory provision). The inclusion of an opting out clause in the Articles of Incorporation of the target company would exempt the shareholder who acquires 33<sup>1</sup>/<sub>3</sub>% or more of the voting rights in the target company from the obligation to make a public offer and at the same time exclude the right of the other shareholders to tender their shares in the target company at the minimum price (or at a higher price if the shareholder obliged to make an offer opts to offers a higher price) to the shareholder required to make an offer in the event of a change of control (i.e. a shareholder exceeds the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights).

Consequences of the proposed opting out clause: The opting out clause proposed under this agenda item 4 brings the consequences that any shareholder of the Company (as well as any person or company controlling the shareholder in question, under common control with the shareholder in question or acting in concert with the shareholder in question) is exempt from the aforementioned duty to make an offer according to art. 135 para. 1 FinMIA (i.e. will not be subject to an obligation to make an offer) if it exceeds the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights in the Company in the course of the capital increase proposed under agenda item 2. Based on the backstop commitment of BigPoint Holding AG described under agenda item 2 and various discussions that the Board of Directors has held with the three main shareholders of the Company with regard to the capital increase, the Board of Directors assumes that BigPoint Holding AG (and possibly another main shareholder) will exceed the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights in the course of the capital increase. The opting out clause would therefore mean that BigPoint Holding AG (and possibly another main shareholder) would not have to submit an offer to the other shareholders to acquire their shares if it (or they) exceed(s) the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights in the course of the capital increase. The Board of Directors also assumes that BigPoint Holding AG and the other main shareholders will continue to support the Company as long-term investors and that the strategic orientation of the Company will not change in the medium term as a result of BigPoint Holding AG (and possibly another main shareholder) exceeding the threshold. The Board of Directors proposes to the Extraordinary General Meeting, subject to the approval of the proposal for a capital increase in accordance with agenda item 2, under agenda item 3 the amendment of article 11 of the Articles of Incorporation and the nomination rights of those shareholders who hold more than 17.5% (para. 5) or more than 35% (para. 6) of the share capital and voting rights. The threshold for the nomination right for the election of a person to the Board of Directors pursuant to article 11 para. 5 of the Articles of Incorporation is to be reduced from 17.5% to 10% of the share capital and voting rights. In contrast, the nomination right for the election of two persons to the Board of Directors for shareholders holding more than 35% (para. 6) of the share capital and voting rights is to be cancelled without replacement. BigPoint Holding AG is currently not represented on the Board of Directors and has declared to the Board of Directors that it wishes to be represented on the Board of Directors by one member once the capital increase has been completed.

The proposed opting out clause does, however, not have a general effect for any possible (future) exceedance of the threshold but is limited in its scope of application to the capital increase the agenda item 2. In this sense, the opting out clause is "transaction-specific", i.e. the clause only exempts shareholders (including the aforementioned persons and companies) from the obligation to make an offer if they subscribe and/or acquire shares as part of the capital increase according to agenda item 2 and (together with any shares they already hold prior to the capital increase) exceed the threshold of 33<sup>1</sup>/<sub>3</sub>% of the voting rights in the Company. If the threshold is exceeded outside of this capital increase (e.g. through an acquisition transaction that takes place after the capital increase has been completed), the opting out clause does not apply and the shareholder in question is obliged to make an offer. Similarly, a shareholder (or a third party who does not yet hold any shares in the Company) who subsequently acquires shares from a shareholder who has opted out and thereby exceeds the threshold of 33<sup>1</sup>/<sub>3</sub>% voting rights in the Company

will also be obliged to make an offer. Finally, shareholders who were previously exempted from the duty to make an offer by applying the opting out clause are subject to the duty to make an offer if they reduce their shareholding to below 33<sup>1</sup>/<sub>3</sub>% of the voting rights and, at a later stage, increase it again to over 33<sup>1</sup>/<sub>3</sub>% of the voting rights in the Company.

According to the practice of the Takeover Board, the resolution on this proposal is subject to the approval of the majority of the votes represented at the General Meeting of Shareholders and the majority of the votes represented by the minority shareholders. According to the decision 863/01 of February 14, 2024 of the Takeover Board, which is expected to be published on or about March 14, 2024, the three main shareholders of the Company are not considered minority shareholders.

## Organisational Information

### Voting right

Shareholders who are registered in the share register on March 20, 2024 (record date) are entitled to vote at the Extraordinary General Meeting of Shareholders.

No entries will be made in the share register in the period from March 20, 2024, 17:00 (CET), up to and including April 4, 2024.

### Personal attendance

If you would like to attend the Extraordinary General Meeting of Shareholders in person, you can request an admission card using the enclosed registration form. Please send the completed and signed registration form to areg.ch ag, Fabrikstrasse 10, 4614 Hägendorf, by April 2, 2024 (receipt) at the latest. Admission tickets can also be ordered online at <https://swisssteel.netvote.ch> until April 2, 2024, 16:00 (CET). You will find your personal access data on the enclosed registration form. Admission tickets will be sent out from March 21, 2024.

### Proxies

The shareholders who do not attend the Extraordinary General Meeting of Shareholders in person may be represented as follows:

- By granting a written proxy to an authorised person, who does not need to be a shareholder himself/herself. In this case, the admission card will be sent directly to the authorised person.
- By granting written proxy to the independent proxy of Swiss Steel Holding AG, the law firm ADLEGEM Rechtsanwälte, Murbacherstrasse 3, 6003 Lucerne, Switzerland. In order to authorize the independent proxy, it is sufficient to return the completed and signed power of attorney form to areg.ch ag by no later than April 2, 2024 (receipt), using the provided, pre-addressed envelope. For written instructions, the back of the provided registration form is to be used.
- Shareholders may also grant powers of attorney and issue instructions to the independent proxy electronically under <https://swisssteel.netvote.ch>. The required login information is sent to the shareholders together with the written documents for the Annual General Meeting. Powers of attorney may be granted and instructions may be issued electronically to the independent proxy and electronically issued instructions may be modified by no later than April 2, 2024, 4:00 p.m. (CET).


The independent proxy will vote in accordance with the instructions granted by the shareholders. In case that the law firm ADLEGEM Rechtsanwälte cannot attend as the independent proxy at the Extraordinary General Meeting of Shareholders, the Board of Directors will determine a new independent proxy. The powers of attorney granted to the independent proxy are also valid for any new independent proxy determined by the Board of Directors.

### Option to register for electronic invitations for future General Meetings

Shareholders have again the option to receive the invitation to future General Meetings of Swiss Steel Holding AG in electronic form. If a shareholder wishes to do so, the form of dispatch can be changed online at <https://swisssteel.netvote.ch>, within the section „Delivery method”. The provided registration form contains the personal login information for each shareholder.

Lucerne, March 14, 2024

### Swiss Steel Holding AG



Jens Alder, Chairman of the Board of Directors