

**NOT FOR DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.**

**GlobalWafers GmbH 成功完成所持有之 Siltronic AG 股份作為交換標的之 3.452 億歐元海外附認股權公司債訂價**

臺灣新竹－民國 113 年 1 月 17 日（臺灣時間）－環球晶圓股份有限公司（下稱「**環球晶圓**」；櫃買中心公司代號：6488）宣佈其全資德國子公司 GlobalWafers GmbH（下稱「**發行人**」）於西元（下同）2024 年 1 月 16 日（德國時間）完成以所持有之 Siltronic AG 股份作為交換標的之 3.452 億歐元海外附認股權公司債訂價。

本次發行海外附認股權公司債旨在積極管理由環球晶圓集團所持有之 Siltronic AG 股份，同時有效回收資金並優化相關融資成本，以執行新台幣 1,000 億元資本支出計劃。著眼於 Siltronic AG 股份未來變現能力具有高於目前市價之潛力，透過海外附認股權公司債，環球晶圓能保留 Siltronic AG 股票的未來上漲空間；此外，海外附認股權公司債交易亦能在當前高利率的環境下，提供公司降低融資成本的機會。

本次發行有助於環球晶圓持續推動產能擴建計畫，以維持公司競爭力。環球晶圓董事會已於 2024 年 1 月 16 日（臺灣時間）決議通過本次交易。

本次交易為首件由臺灣上櫃公司之子公司以其持有之德國上市股票作為交換標的所發行之海外附認股權公司債案例。此次交易廣受國際機構投資人好評，充分顯示專業投資人對環球晶圓營運優異表現與前景之肯定，以及對於公司未來策略之深度瞭解。

本次海外附認股權公司債係由環球晶圓提供保證，並由（1）將於 2029 年到期且票面利率為 1.50% 之優先無擔保公司債及（2）初始交換價格為每股 111.34 歐元（較參考價格溢價達 30.0%）之可分離認股權所組成。本次發行所得資金將用於償還環球晶圓集團既有借款及充實營運資金。發行人已與野村證券針對發行之海外附認股權公司債進行一借券安排。

野村證券為本次發行之獨家全球協調人和獨家簿記管理人。

**關於環球晶圓**

總部位在新竹，環球晶圓為全球第三大之專業晶圓材料供應商。成立於 1981 年，環球晶圓的前身為中美矽晶製品股份有限公司的半導體事業處，並於 2011 年自中美矽晶獨立分割而成。環球晶圓專注於晶圓的生產，其產品應用已橫跨人工智慧、5G、車用、資料中心、資訊科技及 MEMS 元件等領域。環球晶圓目前於證券櫃檯買賣中心上櫃。

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此新聞稿聯繫人：

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THIS PRESS RELEASE AND THE OFFERING WHEN MADE ARE ONLY ADDRESSED TO, AND DIRECTED IN, THE UNITED KINGDOM AND MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE "EEA") AT PERSONS WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF THE PROSPECTUS REGULATION ("QUALIFIED INVESTORS"). EACH PERSON IN A MEMBER STATE OR IN THE UNITED KINGDOM WHO INITIALLY ACQUIRES ANY BONDS, WARRANTS AND/OR THE EXCHANGEABLE UNITS OR TO WHOM ANY OFFER OF BONDS, WARRANTS AND/OR THE EXCHANGEABLE UNITS MAY BE MADE AND, TO THE EXTENT APPLICABLE, ANY FUNDS ON BEHALF OF WHICH SUCH PERSON IS ACQUIRING THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS THAT ARE LOCATED IN A MEMBER STATE OR IN THE UNITED KINGDOM WILL BE DEEMED TO HAVE REPRESENTED, ACKNOWLEDGED AND AGREED THAT IT IS A QUALIFIED INVESTOR. FOR THESE PURPOSES, THE EXPRESSION "PROSPECTUS REGULATION" MEANS REGULATION (EU) 2017/1129 AND REGULATION (EU) 2017/1129 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018, AS AMENDED (THE "EUWA").

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (A) EU DIRECTIVE 2014/65/EU ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED ("MIFID II"); (B) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; AND (C) LOCAL IMPLEMENTING MEASURES IN THE EEA; (D) REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA ("UK MIFIR"); AND (E) THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK (TOGETHER, THE "PRODUCT GOVERNANCE REQUIREMENTS"), AND DISCLAIMING ALL AND ANY LIABILITY, WHETHER ARISING IN TORT, CONTRACT OR OTHERWISE, WHICH ANY "MANUFACTURER" (FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE HAVE WITH RESPECT THERETO, THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS, WHICH HAS DETERMINED THAT: (I) THE TARGET MARKET FOR THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS IS (A) IN THE EEA, ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II AND (B) IN THE UNITED KINGDOM, ELIGIBLE COUNTERPARTIES (AS DEFINED IN THE FCA HANDBOOK CONDUCT OF BUSINESS SOURCEBOOK) AND PROFESSIONAL

CLIENTS (AS DEFINED IN UK MIFIR); AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER'S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II OR THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO THE REQUIREMENTS OF ANY CONTRACTUAL OR LEGAL SELLING RESTRICTIONS IN RELATION TO ANY OFFERING OF THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE: (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II OR UK MIFIR; OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS.

THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR THE UNITED KINGDOM. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS (A) IN THE EEA, A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF MIFID II; OR (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II AND (B) IN THE UNITED KINGDOM, A PERSON WHO IS ONE (OR MORE) OF (I) A RETAIL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA OR (II) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 OF THE UNITED KINGDOM (THE "FSMA") AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT, AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA.

CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") OR THE PRIIPS REGULATION AS IT FORMS PART OF UNITED KINGDOM DOMESTIC LAW BY VIRTUE OF THE EUWA (THE "UK PRIIPS REGULATION") FOR OFFERING OR SELLING THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA OR THE UNITED KINGDOM HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA OR THE UNITED KINGDOM MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION AND/OR THE UK PRIIPS REGULATION.

IN ADDITION, IN THE UNITED KINGDOM THIS PRESS RELEASE IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, QUALIFIED INVESTORS (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, AS AMENDED (THE "ORDER") AND QUALIFIED INVESTORS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (II) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS PRESS RELEASE MUST NOT BE ACTED

ON OR RELIED ON (I) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS, AND (II) IN ANY MEMBER STATE OF THE EEA, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS PRESS RELEASE RELATES IS AVAILABLE ONLY TO (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA.

THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS WILL NOT AND MAY NOT BE OFFERED OR SOLD IN HONG KONG BY MEANS OF ANY DOCUMENT, OTHER THAN (A) TO "PROFESSIONAL INVESTORS" AS DEFINED IN THE SECURITIES AND FUTURES ORDINANCE (CAP. 571) OF HONG KONG (THE "SFO") AND ANY RULES MADE UNDER THE SFO; OR (B) IN OTHER CIRCUMSTANCES WHICH DO NOT RESULT IN ANY DOCUMENT BEING A "PROSPECTUS" AS DEFINED IN THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE (CAP. 32) OF HONG KONG (THE "C(WUMP)O") OR WHICH DO NOT CONSTITUTE AN OFFER TO THE PUBLIC WITHIN THE MEANING OF THE C(WUMP)O. THIS DOCUMENT DOES NOT CONSTITUTE AN ADVERTISEMENT, INVITATION OR DOCUMENT RELATING TO THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS WHICH IS DIRECTED AT, AND THE CONTENTS OF WHICH ARE NOT INTENDED TO BE ACCESSED OR READ BY, THE PUBLIC IN HONG KONG (EXCEPT IF PERMITTED TO DO SO UNDER THE SECURITIES LAWS OF HONG KONG) OTHER THAN WITH RESPECT TO THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS WHICH ARE OR ARE INTENDED TO BE DISPOSED OF ONLY TO PERSONS OUTSIDE HONG KONG OR ONLY TO "PROFESSIONAL INVESTORS" AS DEFINED IN THE SFO AND ANY RULES MADE UNDER THE SFO.

NO OFFERING OR OTHER DOCUMENT HAS BEEN REGISTERED AS A PROSPECTUS WITH THE MONETARY AUTHORITY OF SINGAPORE. ACCORDINGLY, NEITHER THIS PRESS RELEASE NOR ANY DOCUMENT OR MATERIAL IN CONNECTION WITH THE OFFER OR SALE, OR INVITATION FOR SUBSCRIPTION OR PURCHASE, OF THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS MAY BE CIRCULATED OR DISTRIBUTED, NOR MAY THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS BE OFFERED OR SOLD, OR BE MADE SUBJECT OF AN INVITATION FOR SUBSCRIPTION OR PURCHASE, WHETHER DIRECTLY OR INDIRECTLY, TO PERSONS IN SINGAPORE OTHER THAN TO (I) AN INSTITUTIONAL INVESTOR (AS DEFINED IN SECTION 4A OF THE SECURITIES AND FUTURES ACT 2001 OF SINGAPORE, AS MODIFIED OR AMENDED FROM TIME TO TIME (THE "SFA")) PURSUANT TO SECTION 274 OF THE SFA, (II) AN "ACCREDITED INVESTOR" AS DEFINED IN SECTION 4A OF THE SFA.

SINGAPORE SFA PRODUCT CLASSIFICATION: IN CONNECTION WITH SECTION 309B OF THE SFA AND THE SECURITIES AND FUTURES (CAPITAL MARKETS PRODUCTS) REGULATIONS 2018 OF SINGAPORE (THE "CMP REGULATIONS 2018"), THE ISSUER HAS DETERMINED, AND HEREBY NOTIFIES ALL RELEVANT PERSONS (AS DEFINED IN SECTION 309A(1) OF THE SFA), THAT THE BONDS, THE WARRANTS AND THE EXCHANGEABLE UNITS ARE 'PRESCRIBED CAPITAL MARKETS PRODUCTS' (AS DEFINED IN THE CMP REGULATIONS 2018) AND EXCLUDED INVESTMENT PRODUCTS (AS DEFINED IN MAS NOTICE SFA 04-N12: NOTICE ON THE SALE OF INVESTMENT PRODUCTS AND MAS NOTICE FAA-N16: NOTICE ON RECOMMENDATIONS ON INVESTMENT PRODUCTS).

THE BONDS, THE WARRANTS, THE EXCHANGEABLE UNITS AND THE SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED OR FILED WITH, OR APPROVED BY, THE ROC FINANCIAL SUPERVISORY COMMISSION (THE "FSC") OR OTHER APPLICABLE COMPETENT AUTHORITIES PURSUANT TO RELEVANT SECURITIES LAWS AND REGULATIONS OF TAIWAN, THE REPUBLIC OF CHINA (THE "ROC") AND MAY NOT BE SOLD, ISSUED OR OFFERED WITHIN ROC THROUGH A PUBLIC OFFERING OR IN CIRCUMSTANCES WHICH CONSTITUTE A PUBLIC OFFERING WITHIN THE MEANING DEFINED UNDER THE ROC SECURITIES AND EXCHANGE ACT THAT REQUIRES A REGISTRATION, FILING OR APPROVAL OF THE FSC OR OTHER APPLICABLE COMPETENT AUTHORITIES. NO PERSON OR ENTITY PRESENT OR BASED IN THE ROC HAS BEEN AUTHORIZED TO OFFER, SELL, SOLICIT TO SELL, GIVE ADVICE REGARDING OR OTHERWISE INTERMEDIATE THE OFFERING OR SALE OF THE BONDS, THE WARRANTS, THE EXCHANGEABLE UNITS OR THE SHARES WITHIN THE TERRITORY OF ROC THROUGH A PUBLIC OFFERING.

AN INVESTMENT IN THE SECURITIES INCLUDES A SIGNIFICANT DEGREE OF RISK. ANY DECISION TO PURCHASE ANY OF THE SECURITIES SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE ISSUER'S, THE GUARANTOR'S AND SILTRONIC AG'S PUBLICLY AVAILABLE INFORMATION AND THE TERMS OF THE SECURITIES, AS APPLICABLE. EACH PERSON RECEIVING THIS PRESS RELEASE OR ANY OTHER OFFER MATERIALS SHOULD CONSULT THEIR PROFESSIONAL ADVISERS TO ASCERTAIN THE SUITABILITY OF THE SECURITIES AS AN INVESTMENT. NEITHER THE SOLE GLOBAL COORDINATOR AND SOLE BOOKRUNNER NOR ANY OF ITS AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS PRESS RELEASE OR THE ISSUER'S, THE GUARANTOR'S AND SILTRONIC AG'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS PRESS RELEASE OR ANY OTHER OFFER MATERIALS IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE CLOSING DATE.

EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE BONDS, THE WARRANTS, THE EXCHANGEABLE UNITS OR THE SHARES TO BE ISSUED OR TRANSFERRED AND DELIVERED UPON EXERCISE OF THE WARRANTS AND NOTIONALLY UNDERLYING THE WARRANTS. NONE OF THE ISSUER, THE GUARANTOR, SILTRONIC AG OR THE SOLE GLOBAL COORDINATOR AND SOLE BOOKRUNNER MAKES ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SECURITIES OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

THE SOLE GLOBAL COORDINATOR AND SOLE BOOKRUNNER IS ACTING ON BEHALF OF THE ISSUER AND THE GUARANTOR AND NO ONE ELSE IN CONNECTION WITH THE SECURITIES AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE SOLE GLOBAL COORDINATOR AND SOLE BOOKRUNNER OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.

EACH OF THE ISSUER, THE GUARANTOR, SILTRONIC AG, THE SOLE GLOBAL COORDINATOR AND SOLE BOOKRUNNER AND THEIR RESPECTIVE AFFILIATES EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO UPDATE, REVIEW OR REVISE ANY STATEMENT CONTAINED IN THIS PRESS RELEASE WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.