

Schaltbau Holding AG: Notice to the holders of the Mandatory Convertible Bond 2021/2022 (ISIN: DE000A3E5FV1)

Munich, 27 September 2021 – Schaltbau Holding AG (the “**Issuer**”) hereby announces pursuant to § 11(b)(ii)(D) of the terms and conditions (the “**Terms and Conditions**”) of the Mandatory Convertible Bonds 2021/2022 (ISIN DE000A3E5FV1, the “**Bonds**”) that Voltage BidCo GmbH (the “**Bidder**”) published today an announcement pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG, according to which (i) the takeover offer made by it to the shareholders of the Issuer (the “**Takeover Offer**”) has been accepted by the end of the acceptance period pursuant to Section 16 para. 1 WpÜG, i.e. by 22 September 2021, 24:00 hours (Frankfurt time), for 8,032,191 shares (this corresponds to approx. 78.49% of the shares issued as of 31 August 2021) and (ii) all offer conditions were satisfied at the end of the acceptance period, except for those conditions which did not have to be satisfied at that time (i.e. the merger and investment control approvals).

Thus, taking into account the 143,457 shares acquired by the Bidder outside of the Takeover Offer, upon completion of the Takeover Offer, the Bidder will hold at least 8,175,648 shares (this corresponds to approx. 79.89% of the shares issued as of 31 August 2021 or 74.86% on a fully diluted basis).

To the extent Bondholders have submitted conditional conversion notices in connection with the Takeover Offer, such notices become effective and unconditional pursuant to § 11(b)(ii)(C) of the Terms and Conditions as a result of the aforementioned publication by the Bidder.

Bondholders who have not yet exercised their conversion right in connection with the Takeover Offer, but who still wish to do so, may convert the Bonds held by them into shares of the Issuer until 16:00 hours (Frankfurt time) on the last day of the additional acceptance period pursuant to Section 16 para. 2 WpÜG (11 October 2021) in accordance with the Terms and Conditions.

About the Schaltbau Group

Schaltbau Holding AG (ISIN: DE000A2NBTL2) is listed in the Prime Standard segment of the regulated market of Deutsche Börse AG in Frankfurt am Main. With annual Group revenue in the region of EUR 500 million and around 3,000 employees, Schaltbau is an internationally leading supplier of systems and components in the field of transportation technology and the capital goods industry. With Pintsch, Bode, Schaltbau and SBRS as their core brands, Schaltbau Group companies develop a wide range of high-quality technologies and customer-specific technological solutions for rail infrastructure, rolling stock, passenger and commercial vehicles. As one of the few specialists for smart DC energy concepts, the Schaltbau Group is also a driver of innovation for the fast-growing markets of tomorrow such as New Energy / New Industry and E-Mobility. Further information is available at www.schaltbaugroup.com.

+++ Corporate News +++

Contact

Investor Relations
Schaltbau Holding AG
Hollerithstraße 5
81829 Munich
Germany
T +49 89 93005-209
investor@schaltbau.de