

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

Munich, 25 August 2021 – Schaltbau Holding AG (the “**Issuer**”) hereby announces pursuant to § 11(b)(i)(A) 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 offer document pursuant to Section 14 para. 2 WpÜG for a voluntary public takeover offer (the “**Takeover Offer**”) to the shareholders of the Issuer for the acquisition of all shares in Schaltbau Holding AG (ISIN DE000A2NBTL2). The Acceptance Record Date (as defined in § 11(c) of the Terms and Conditions), i.e. the last day of the acceptance period pursuant to Section 16 para. 1 WpÜG, is expected to be 22 September 2021. The Takeover Offer also relates to shares of the Issuer that will be issued as a result of the conversion of Bonds until the end of the additional acceptance period pursuant to Section 16 para. 2 WpÜG. According to the offer document of the Bidder, the additional acceptance period is expected to end on 11 October 2021.

Pursuant to § 11(b)(i)(B) of the Terms and Conditions, each Bondholder has the right to convert the Bonds held by it into shares of the Issuer by the end of the Take-over Bid Conversion Period, i.e. by 4:00 p.m. (Frankfurt time) on the last day of the additional acceptance period pursuant to Section 16 para. 2 WpÜG, which is expected to be 11 October 2021.

Alternatively, pursuant to the Terms and Conditions, bondholders have the right to submit by the end of the Conditional Conversion Notice Period, i.e. by 4:00 p.m. (Frankfurt time) on the last day of the acceptance period pursuant to Section 16 para. 1 WpÜG, which is expected to be 22 September 2021, a conversion notice that is conditional upon the occurrence of an Acceptance Event.

Bondholders who wish to exercise their conversion right in order to subsequently accept the Takeover Offer for the issued shares should take into account in terms of timing that between the submission of a conversion notice and the receipt of the shares there are generally several business days, which are required for the technical processing of the transaction. In order to ensure that the shares resulting from the conversion can be tendered in time in the Takeover Offer, it might therefore be advisable to exercise the conversion right in a timely manner. In this respect, bondholders should also observe the deadlines and conditions for the tendering of shares in the Takeover Offer as set out in the offer document of the Bidder.

Bondholders who wish to continue to hold their bonds do not need to take any action.

+++ Corporate News +++

An updated form for the submission of a conversion notice is available on the Issuer's website in the "Investor Relations" section under the heading "Mandatory Convertible Bond 2021/2022" or can be obtained from the Conversion Agent.

Important notice:

This announcement is not to be understood as a statement by the Issuer regarding the Takeover Offer or as a recommendation to exercise the conversion right under the Bonds and to subsequently accept the Takeover Offer for the shares resulting from the conversion. The management board and the supervisory board of the Issuer will provide a reasoned statement pursuant to Section 27 WpÜG within the next two weeks. Investors are advised to read this statement in full before making a decision on the acceptance of the Takeover Offer.

Only the offer document of the Bidder and the terms and conditions set forth therein are authoritative for the Takeover Offer and its acceptance.

Unless otherwise defined in this announcement, defined terms used herein shall have the meanings set forth in 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.

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