



Siltronic transaction not approved by German Government before long stop date

Hsinchu, Taiwan — February 1, 2022 — GlobalWafers Co., Ltd. (6488.TWO) (“GlobalWafers”) today announces that the deadline for its all-cash tender offer for the outstanding ordinary shares of Siltronic AG (“Siltronic”) passed without approval by the German Government. The German Government’s approval was the last outstanding completion condition after all other authorities and regulators worldwide cleared the transaction. GlobalWafers made extremely far-reaching remedy proposals and commitments to address the concerns of the German Government and repeatedly offered its willingness to discuss alternative solutions.

Doris Hsu, Chairperson and CEO of GlobalWafers, commented: “We have not been able to obtain the approval from the German Government before the long stop date. Based on our efforts to reach a mutually acceptable solution as well as our long and successful history in Europe this outcome is very disappointing. We will certainly continue to work closely with our European customers, many of which supported the proposed transaction. We will analyze the non-decision of the German Government and consider its impact on our future investment strategy.”

The long stop date has been reached after a fourteen-month review process by the German Government. On December 7, 2021, the German Federal Ministry for Economic Affairs and Climate Action (Bundesministerium für Wirtschaft und Klimaschutz) extended the assessment period for the issuance of the clearance certificate beyond the long stop date. Therefore, the takeover offer by GlobalWafers and the agreements which came into existence as a result of the offer will not be completed and will lapse.

GlobalWafers directly holds 13.67% of the shares of Siltronic. There are no specific restrictions regarding potential future trading activities for these shares. The approximately 56.60% of the outstanding shares of Siltronic tendered into the all-cash tender offer during the acceptance period will be re-booked to their original owners without undue delay, expectedly on 8 February 2022. GlobalWafers bears no performance obligations on these shares.

This unsuccessful transaction will not impact GlobalWafers’ operations. Europe remains an important market for GlobalWafers and it remains committed to the customers and employees in the region.

The business combination agreement between GlobalWafers and Siltronic foresees that GlobalWafers shall pay a termination fee of EUR 50 million to Siltronic in the event of failure to obtain required regulatory approvals. In consideration of GlobalWafers’ solid finance currently, the impact is limited.

GlobalWafers will announce plans for the alternative utilization of the proceeds of the acquisition on Sunday, 6 February 2022.

About GlobalWafers

Headquartered in Hsinchu, Taiwan, GlobalWafers is one of the five largest silicon wafer manufacturers in the world. Founded in 1981, it was the semiconductor business unit of SAS (Sino-American Silicon Product Inc.) and spun off as GlobalWafers Co., Ltd. in 2011. Specializing in silicon wafer manufacturing, product applications extend through power management, automotive, IT and MEMS. GlobalWafers is listed on the Taipei Exchange.



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Important notice:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Siltronic Shares. Moreover, this announcement is neither an offer to sell nor a solicitation of an offer to purchase shares in GlobalWafers Co., Ltd.

The release, publication or distribution of this announcement in certain jurisdictions other than the Federal Republic of Germany may be restricted by law. Persons who are resident in, or are subject to, other jurisdictions should inform themselves of, and observe, any applicable requirements.

The Takeover Offer was made in the United States of America in reliance on, and compliance with, Section 14(e) of the US Securities Exchange Act of 1934 and Regulation 14E thereunder, as exempted thereunder by Rule 14d-1(d).

To the extent permissible under applicable law or regulation, and in accordance with German market practice, the Bidder, its affiliates and/or brokers acting on its behalf may, outside of the United States of America and in compliance with applicable law, from time to time make certain purchases of, or arrangements to purchase, directly or indirectly, Siltronic Shares or any securities that are immediately convertible into, exchangeable for, or exercisable for, Siltronic Shares, other than pursuant to the Takeover Offer, after the period in which the Takeover Offer remained open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases would be disclosed as required by law or regulation in Germany or other relevant jurisdictions.

*This announcement may contain statements about GlobalWafers Co., Ltd. and/or its subsidiaries (together “**GlobalWafers Group**”) or Siltronic AG and/or its subsidiaries (together “**Siltronic Group**”) that are or may be “forward-looking statements”. Forward-looking statements include, without limitation, statements that typically contain words such as “anticipate”, “target”, “expect”, “estimate”, “intend”, “plan”, “believe”, “hope”, “aims”, “continue”, “will”, “may”, “should”, “would”, “could”, or other words of similar meaning. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future.*

GlobalWafers Co., Ltd. and the Bidder caution you that forward-looking statements are not guarantees of the occurrence of such future events or of future performance and that in particular the actual results of operations, financial condition and liquidity, the development of the industry in which GlobalWafers Group and Siltronic Group operate and the outcome or impact of the Takeover Offer and related matters on GlobalWafers Group and/or Siltronic Group may differ materially from those made in or suggested by the forward-looking statements contained in this announcement. Any forward-looking statements speak only as at the date of this announcement. Except as required by applicable law, GlobalWafers Co., Ltd. and the Bidder do not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise.