Announcement of the decision to make a voluntary public takeover offer (freiwilliges öffentliches Übernahmeangebot) pursuant to section 10 para. 1 in conjunction with sections 29 para. 1, 34 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz, WpÜG)

Bidder:
GlobalWafers GmbH
c/o Youco24 Corporate Services GmbH
Theresienhöhe 30
80339 Munich
Germany
registered with the commercial register of the local court (Amtsgericht) of Munich under HRB 254109

Target:
Siltronic AG
Einsteinstraße 172
81677 Munich
Germany
registered with the commercial register of the local court (Amtsgericht) of Munich under HRB 150884
ISIN: DE000WAF3001

GlobalWafers GmbH ("Bidder"), a wholly owned indirect subsidiary of GlobalWafers Co., Ltd., Hsinchu, Taiwan, Republic of China, decided today to make a voluntary public takeover offer to the shareholders of Siltronic AG ("Takeover Offer") for the acquisition of their no-par-value registered shares (auf den Namen lautende nennwertlose Stückaktien) in Siltronic AG (DE000WAF3001; "Siltronic Shares"). The Bidder intends to offer a cash consideration in the amount of EUR 125 per Siltronic Share.

The Bidder expects to make the Takeover Offer subject to completion conditions relating to certain regulatory proceedings, a minimum acceptance threshold of 65% of all issued Siltronic Shares and other customary closing conditions.

In addition, the Bidder, GlobalWafers Co., Ltd. and Siltronic AG have entered into a business combination agreement with a view to strengthening both businesses and creating a global leader within the semiconductor wafer industry.

The offer document for the Takeover Offer (in German and a non-binding English translation) containing the detailed terms and conditions of, and other information relating to, the Takeover Offer, respectively, will be published on the internet at

The offer document for the Takeover Offer will also be published by way of a notice of availability in the German Federal Gazette (Bundesanzeiger) and will be accessible on the website of the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht, "BaFin").

Important notice:

This announcement is neither an offer to purchase nor a solicitation of an offer to sell Siltronic Shares. The terms and further provisions regarding the Takeover Offer by the Bidder to the shareholders of Siltronic AG will be set forth in the offer document which will be published following approval of its publication by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Holders of Siltronic Shares are strongly recommended to read the offer document and to seek independent advice, where appropriate, in relation to the matters therein. 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 will be 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, before, during or after the period in which the Takeover Offer will remain 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 acquisition 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.
Munich, 9 December 2020

GlobalWafers GmbH
Managing Director