

NON-BINDING ENGLISH TRANSLATION

Mandatory publication pursuant to section 21 paras. 1 sent. 1 no. 3 and 2 in conjunction with section 14 para. 3 sent. 1 German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*)

AMENDMENT

of the

VOLUNTARY PUBLIC TAKEOVER OFFER

(Cash Offer)

by

GlobalWafers GmbH

c/o Youco24 Corporate Services GmbH
Theresienhöhe 30
80339 Munich
Germany

to the shareholders of

Siltronic AG

Einsteinstraße 172
81677 Munich
Germany

to acquire all no-par value registered shares of

Siltronic AG

against an increased cash consideration of

EUR 145.00 for each share of Siltronic AG

The offer consideration for the takeover offer has most recently been increased to EUR 145.00 by purchase of shares in Siltronic AG outside the takeover offer on 22 January 2021.

Extended Acceptance Period:

**21 December 2020 to 10 February 2021, 24:00 hrs
(local time Frankfurt am Main, Germany)**

Siltronic Shares: ISIN DE000WAF3001

Tendered Siltronic Shares: ISIN DE000WAF3019

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1 General information and notes for shareholders

On 21 December 2020, GlobalWafers GmbH, having its seat in Munich, Germany, with business address c/o Youco24 Corporate Services GmbH, Theresienhöhe 30, 80339 Munich, Germany, registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 254109 (the "**Bidder**") published the offer document (the "**Offer Document**") in accordance with the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, the "**Takeover Act**") regarding its voluntary public takeover offer (the "**Takeover Offer**") for the shares in Siltronic AG, having its seat in Munich, Germany, registered in the commercial register (*Handelsregister*) of the Local Court (*Amtsgericht*) of Munich under HRB 150884 ("**Siltronic**") and with its business address at Einsteinstraße 172, 81677 Munich, Germany (the shareholders of Siltronic being the "**Siltronic Shareholders**"). The Takeover Offer, in which the Bidder seeks to acquire all no-par value registered shares of Siltronic, is open to all Siltronic Shareholders.

The offer consideration for each no-par value registered share of Siltronic with a pro-rata amount of the share capital of EUR 4.00 each (ISIN DE000WAF3001), including all ancillary rights associated therewith at the time of settlement of the Takeover Offer (in particular the respective dividend entitlement) ("**Siltronic Share**"), originally amounted to EUR 125.00. The consideration increased to EUR 140.00 per Siltronic Share on 21 January 2021 as a result of the entering into of agreements on the purchase of Siltronic Shares outside of the Takeover Offer pursuant to section 31 para. 4 of the Takeover Act. On that day, the Bidder purchased 110,143 Siltronic Shares, corresponding to approximately 0.37% of the share capital and the voting rights in Siltronic. The average purchase price amounted to approx. EUR 139.59 per Siltronic Share, the maximum purchase price for a single Siltronic Share amounted to EUR 140.00. The purchase agreements will be settled on 25 January 2021. The consideration further increased to

EUR 145.00 per Siltronic Share

(the "**Increased Consideration**") on 22 January 2021 as a result of the entering into of agreements on the purchase of Siltronic Shares outside of the Takeover Offer pursuant to section 31 para. 4 of the Takeover Act. On that day, the Bidder purchased 456,954 Siltronic Shares, corresponding to approximately 1.52% of the share capital and the voting rights in Siltronic. The average purchase price amounted to approx. EUR 143.98 per Siltronic Share, the maximum purchase price for a single Siltronic Share amounted to EUR 145.00. The purchase agreements will be settled on 26 January 2021. The Increased Consideration is the best and final consideration offered by the Bidder to the shareholders accepting the Takeover Offer.

This document amends and supplements the Offer Document. The Offer Document must be read and interpreted together with this amendment of the Takeover Offer (the "**Amendment of the Takeover Offer**"). Unless otherwise provided for in this Amendment of the Takeover Offer or caused by the increase of the offer consideration by purchases outside the offer, the provisions in the Offer Document shall continue to apply unchanged. Terms defined in the Offer Document shall have the same meaning as in the Offer Document when used in this Amendment of the Takeover Offer.

On 21 December 2020, the Bidder published the Offer Document in German (as well as an English translation which has neither been reviewed nor approved by BaFin) by way of (i) announcement on the internet at www.offer-globalwafers-siltronic.com and (ii) holding copies of the Offer Document for distribution free of charge in the Federal Republic of Germany at

BNP Paribas Securities Services S.C.A. Zweigniederlassung Frankfurt, Europa-Allee 12, 60327 Frankfurt am Main, Germany, fax: +49 69 1520 5277, e-mail: frankfurt.gct.operations@bnpparibas.com. Pursuant to sections 21 para. 2, 14 para. 3 sent. 1 of the Takeover Act this Amendment of the Takeover Offer will be published in German (as well as a non-binding English translation thereof) by way of (i) announcement on the internet at www.offer-globalwafers-siltronic.com and (ii) holding copies of the Amendment of the Takeover Offer for distribution free of charge in the Federal Republic of Germany at BNP Paribas Securities Services S.C.A. Zweigniederlassung Frankfurt, Europa-Allee 12, 60327 Frankfurt am Main, Germany, fax: +49 69 1520 5277, e-mail: frankfurt.gct.operations@bnpparibas.com. The announcement regarding (i) the availability of copies of this Amendment of the Takeover Offer in Germany for distribution free of charge and (ii) the internet address at which this Amendment of the Takeover Offer is being published will be published in the Federal Gazette (*Bundesanzeiger*) on 25 January 2021.

This Amendment of the Takeover Offer is made exclusively pursuant to the laws of the Federal Republic of Germany, in particular section 21 of the Takeover Act, and certain applicable provisions of the securities law of the United States of America (the “**United States**”). Accordingly, no other registration, admission or authorization of this Amendment of the Takeover Offer has been requested from securities regulators nor is it intended to request such registration, admission or authorization.

The publication, dispatch, distribution or dissemination of this Amendment of the Takeover Offer outside of the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada may result in the applicability of the laws of jurisdictions other than those of the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada and may be subject to legal restrictions in such other jurisdictions.

This Amendment of the Takeover Offer, notwithstanding their publication on the internet as required under German law, are not designated for publication, dispatch, distribution or dissemination in jurisdictions other than the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada. Neither the Bidder nor the persons acting jointly with the Bidder within the meaning of section 2 para. 5 of the Takeover Act (cf. Section 6.6 of the Offer Document) have authorised any third person to publish, dispatch, distribute or disseminate this Amendment of the Takeover Offer outside of the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada. Neither the Bidder nor the persons acting jointly with the Bidder are obliged to procure, or assume any liability for, the publication, dispatch, distribution or dissemination of this Amendment of the Takeover Offer outside of the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada being in conformity with the applicable laws of the relevant jurisdictions.

The Bidder will make the Amendment of the Takeover Offer available upon request to the appropriate Custodian Banks (cf. Section 11.2 of the Offer Document) for distribution to Siltronic Shareholders residing in the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada only. Beyond this, the Custodian Banks may not dispatch, distribute or disseminate the Amendment of the Takeover Offer to Siltronic Shareholders not residing in the Federal Republic of Germany, the Member States of the European Union and the European Economic Area, the United States and Canada unless this is in compliance with all applicable legal provisions.

2 Lowering of the minimum acceptance threshold

The Takeover Offer and the agreements with the Siltronic Shareholders which are concluded by accepting the Takeover Offer are subject to various conditions, including Section 13.1.3 of the Offer Document. According to Section 13.1.3 of the Offer Document, at the time of the expiry of the Acceptance Period, the total sum of the Siltronic Shares in relation to which the Takeover Offer has been accepted and withdrawal has not been validly declared and the total number of Siltronic Shares that the Bidder or persons acting jointly with the Bidder in accordance with section 2 para. 5 of the Takeover Act already hold or are entitled to receive, must equal at least 65% of all Siltronic Shares issued at the end of the Acceptance Period, i.e at the time of the publication of the Offer Document at least 19,500,000 Siltronic Shares. The Bidder has decided to hereby lower the minimum acceptance threshold from 65% to 50%.

The Completion Condition in Section 13.1.3 of the Offer Document therefore has been amended and restated as follows:

“Upon expiry of the Acceptance Period, the total sum of the Siltronic Shares

- (i) for which the acceptance of the Takeover Offer has been effectively declared in accordance with Section 11.2 of this Offer Document and for which no withdrawal of the agreement entered into as a result of the acceptance of the Takeover Offer has been effectively declared,*
- (ii) held directly by the Bidder or a person acting jointly with the Bidder pursuant to section 2 para. 5 of the Takeover Act,*
- (iii) for which the Bidder or persons acting jointly with the Bidder pursuant to section 2 para. 5 of the Takeover Act have concluded a conditional or unconditional agreement with any Siltronic Shareholder outside of the Takeover Offer which entitles them to the transfer of title to these Siltronic Shares, but excluding contractual arrangements to the extent such arrangements contain an obligation of the Bidder or a person acting jointly with the Bidder pursuant to section 2 para. 5 of the Takeover Act to (re-)transfer such (or other) Siltronic Shares to the relevant Siltronic Shareholder or any of their affiliated entities,*

is equivalent to at least 50% of all Siltronic Shares issued at the end of the Acceptance Period, i.e. at the time of publication of the Offer Document at least 15,000,000 Siltronic Shares. Siltronic Shares which are subject to several of the preceding paragraphs (i) to (iii) will be taken into account only once.”

Should the lowered acceptance threshold not be met, the Takeover Offer as well as the agreements coming into existence as a result of the Takeover Offer's acceptance will not be completed and will lapse. In such case, the Bidder and its affiliated entities will not make a further public offer and will instead pursue alternative growth plans. In this context, the Bidder points out that neither it nor GlobalWafers expect that they necessarily require a domination and/or profit and loss transfer agreement with a view to realising the synergies from the transaction. The Bidder further points out that neither it nor any of its affiliated companies will conclude a domination and/or profit and loss transfer agreement within the next three years.

3 Extension of the Acceptance Period

With respect to Section 5 of the Offer Document, the Bidder points out that due to the aforementioned lowering of the minimum acceptance threshold, the Acceptance Period of the Takeover Offer is extended by two weeks in accordance with section 21 para. 5 sent. 1 of the Takeover Act and will expire on

10 February 2021, 24:00 hrs (local time Frankfurt am Main, Germany)

(“**Extended Acceptance Period**”).

This extension of the Acceptance Period also applies even if the Amendment of the Takeover Offer violates any legal provisions. The Bidder notes that the Acceptance Period of the Takeover Offer may be extended again as set out in further detail in Section 5.2 of the Offer Document.

4 Additional Acceptance Period

Siltronic Shareholders who have not accepted the Takeover Offer within the Extended Acceptance Period may still accept the Takeover Offer within two weeks after publication of the results of the Takeover Offer by the Bidder pursuant to section 23 para. 1 sentence 1 no. 2 of the Takeover Act (the “**Additional Acceptance Period**”), provided that no definite failure to fulfil any of the Completion Conditions set out in Section 13.1 of the Offer Document has occurred by the end of the Extended Acceptance Period and the Bidder has not previously validly waived this Completion Condition. In case a definite failure to fulfil any of the Completion Conditions set out in Section 13.1 of the Offer Document has occurred, the Takeover Offer as well as the agreements coming into existence as a result of the Takeover Offer’s acceptance will not be completed and will lapse (cf. Section 13.4 of the Offer Document).

The results of the Takeover Offer are expected to be published pursuant to section 23 para. 1 sentence 1 no. 2 of the Takeover Act within three banking days after expiry of the Extended Acceptance Period, i.e. the expected date of publication is 15 February 2021 (subject to a further extension of the Extended Acceptance Period as set out in Section 5.2 of the Offer Document). On this basis, the Additional Acceptance Period is expected to commence on 16 February 2021 and to end on 1 March 2021, 24:00 hrs (local time Frankfurt am Main, Germany). The Takeover Offer can no longer be accepted upon expiry of the Additional Acceptance Period (please cf., however, Section 17.6 of the Offer Document in respect of a sell-out right for Siltronic Shareholders under certain circumstances).

5 Right of withdrawal

Pursuant to sections 21 para. 2 sent. 1, 14 para. 3 sent. 1 of the Takeover Act, the Bidder hereby informs the Siltronic Shareholders who have accepted the Takeover Offer before the publication of this Amendment of the Takeover Offer that they may, at any time until the expiration of the Acceptance Period, withdraw from the agreements that came into existence as a result of accepting the Takeover Offer (section 21 para. 4 of the Takeover Act). For details on the exercise of the right of withdrawal, reference is made to Section 16 of the Offer Document.

Important note:

Siltronic Shareholders who have validly accepted the Takeover Offer and have not changed their minds are not required to exercise their right of withdrawal or to take

any other actions in order to obtain the Increased Consideration in accordance with the terms and conditions of the Takeover Offer.

6 Declaration of assumption of responsibility

GlobalWafers GmbH with seat in Munich, Germany, assumes responsibility for the contents of this Amendment of the Takeover Offer in accordance with sections 21 para. 3, 11 para. 3 of the Takeover Act and declares that, to the best of its knowledge, the information contained in this Amendment of the Takeover Offer is correct and no material facts have been omitted.

Munich, 25 January 2021

GlobalWafers GmbH

Ming-Hui Chien
Managing Director