

# MERGER OF KOMAX AND SCHLEUNIGER

**komax**

9 February 2022

# Reasons for the merger

## Quasi-merger of Komax and Schleuniger

- **Important trends have accelerated over the past two years and offer a number of opportunities**
  - E-mobility, awareness of the issue of CO<sub>2</sub> reduction, shortening of logistics chains, digitalization, significance of automotive market in Asia, highly flexible production concepts, foreclosure effects in the market
- **To satisfy the market needs of our customers, a high level of investment is required**
  - New types of product and process developments, smart factories, new business models and services, market presence in Asia, and China in particular
  - Bundling of competencies makes it possible to drive the solutions required forward more rapidly
- **Securing of competitiveness – positive for shareholders and employees alike**
  - Merger will lay the basis for lasting growth and for investing in the future
  - Promising long-term outlook thanks to additional expertise and resources
  - Planning security and stability through anchor shareholder with a long-term focus

### **Difference between a merger and a quasi-merger**

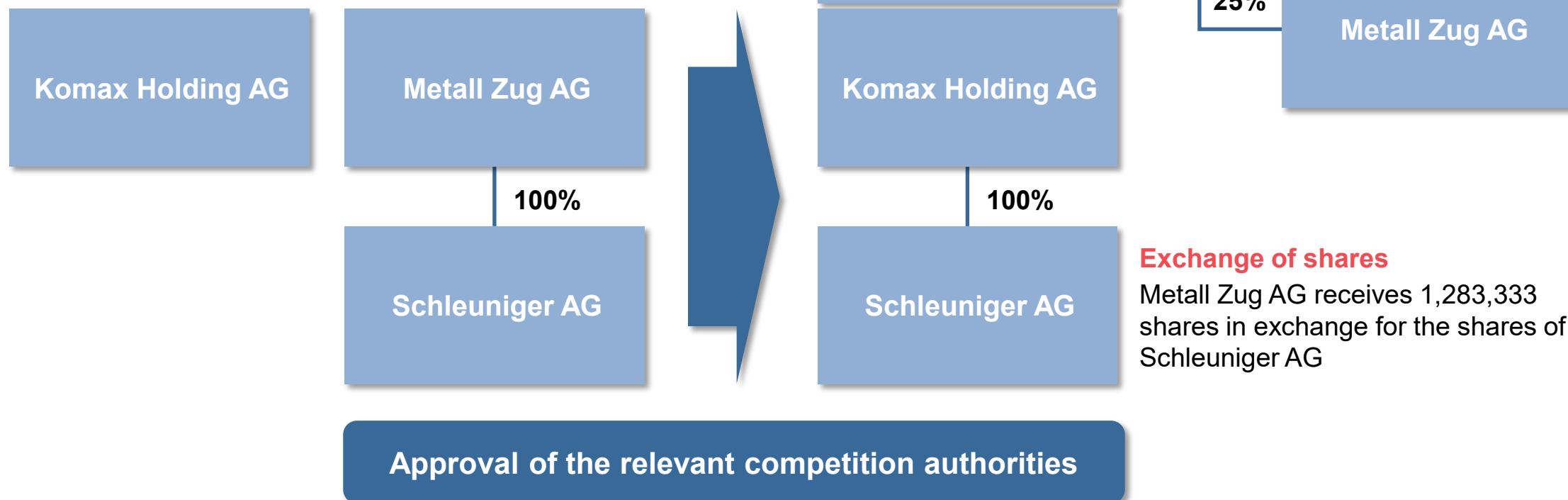
Unlike a conventional merger under the Swiss Mergers Act, whereby two companies are merged to form a single company, the two legal entities remain in place with a quasi-merger. The merger is effected by one company taking over the shares of the other company and the two companies then forming part of a single group.

# Key financial metrics

## Metall Zug – an anchor shareholder with a long-term focus

### Proposal to Annual General Meeting

Creation of 1,283,333 new shares of Komax Holding AG by means of a capital increase



# Annual General Meeting of 13 April 2022

## Three proposals in connection with the merger

- **Capital increase**

- Creation of 1,283,333 new shares

- **Rescinding of the voting rights restriction of 15%**

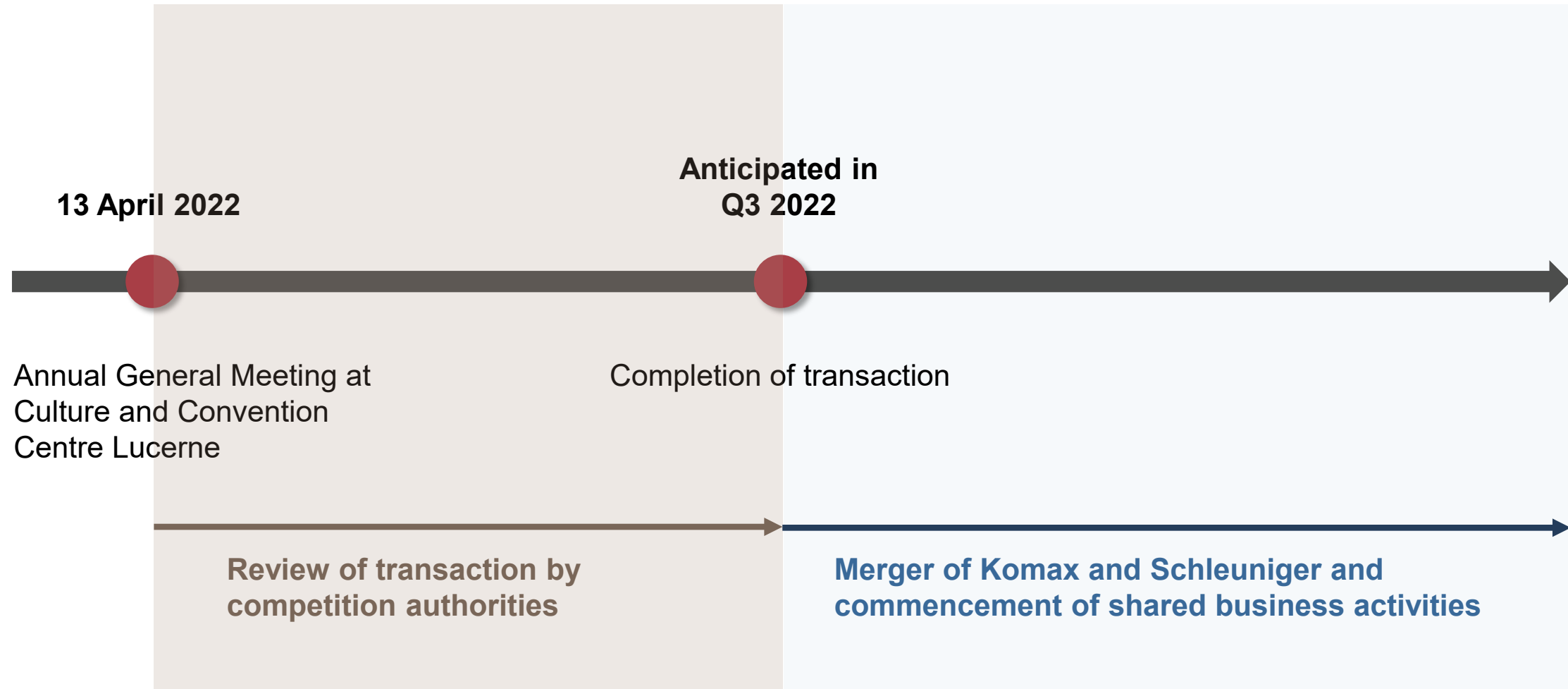
- Strengthening of corporate governance – one share, one vote

- **Election of Jürg Werner to the Board of Directors**

- Jürg Werner is Chairman of Schleuniger AG, a member of the Board of Directors of V-ZUG AG and Haag-Streit Holding AG, and served as CEO of Metall Zug AG from 2013 to 2020
- Beat Kälin as Chairman of the Board of Directors and the other five members of the Board of Directors of Komax Holding AG will stand for re-election

# Timeline

**Komax and Schleuniger to remain independent of one another for several months**



# Trends offer opportunities

## Significant financial and personnel resources required

### – Automation

- Has picked up pace in recent years
- Global shortage of qualified personnel offers considerable growth potential in the area of greater automation
- Logistics chains are becoming shorter

### – More flexible production concepts are required – supported by digitalization

- Smart production management and networked products offer differentiation possibilities and considerable potential
- Komax and Schleuniger have invested in complementary IoT and digital solutions
- Merger will have positive impact for customers in terms of standardization and applicability

### – Asia

- Automotive market is increasingly shifting to Asia
- Competitiveness must be improved to avoid gradually losing market share as a European company

# Trends offer opportunities

## Significant financial and personnel resources required

### – E-mobility

- The need for e-mobility solutions is rising sharply
- By 2028, the number of e-vehicles produced will be rising by more than 25% annually

### – Autonomous driving

- Increasing amount of work involving data and other special cables
- Highly-qualified specialists are needed
- Need for automation solutions is currently enormous

**In order to exploit the available opportunities with the necessary rapidity and thereby secure long-term competitiveness, a significant level of investment and personnel resources is required.**

# Positive outlook following merger

## For customers, shareholders, employees

### – Customers...

- ...can be more rapidly provided with innovative solutions for their needs and can further increase automation
- ...can rely on proven sales and service networks as well as optimal customer service for Komax and Schleuniger solutions

### – Shareholders...

- ...will be invested in a solid, sustainable company that has secured its competitiveness over the long term
- ...can continue to expect above-average returns

### – Employees...

- ...are key if opportunities are to be exploited
- ...will be part of a cutting-edge technology group with a workforce of more than 3,000 that offers development opportunities and aims to create further jobs and apprentice positions



# Contact / Financial calendar



## Contact

Roger Müller  
Industriestrasse 6  
6036 Dierikon  
Switzerland  
Phone +41 41 455 06 16  
roger.mueller@komaxgroup.com

[komaxgroup.com](http://komaxgroup.com)

## Financial calendar

Annual media and analyst conference on the 2021 financial results	15 March 2022
Annual General Meeting	13 April 2022
Half-year results 2022	17 August 2022

# Disclaimer



This presentation contains forward-looking statements in relation to Komax which are based on current assumptions and expectations. Unforeseeable events and developments could cause actual results to differ materially from those anticipated. Examples include: changes in the economic and legal environment, the outcome of legal disputes, exchange rate fluctuations, unexpected market behavior on the part of our competitors, negative publicity and the departure of members of management. The forward-looking statements are pure assumptions, made on the basis of information that is currently available.

QUESTIONS?

**komax**

