

## Media Release

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Schaffhausen

6 November 2023, 7:20 a.m. CET

### Final Result of GF's Voluntary Recommended Public Cash Tender Offer for all Shares in Uponor: GF Completes the Tender Offer

As previously announced, Georg Fischer Ltd. ("**GF**" or the "**Offeror**") and Uponor Corporation ("**Uponor**" or the "**Company**") have entered into a combination agreement pursuant to which the Offeror has made a voluntary recommended public cash tender offer for all the issued and outstanding shares in Uponor (the "**Shares**" or, individually, a "**Share**") that are not held by Uponor or any of its subsidiaries (the "**Tender Offer**") at a price of EUR 28.50 per share (as adjusted as a result of Uponor's dividend payment as of September 12, 2023) for each Share validly tendered in the Tender Offer (the "**Offer Price**"). The offer period for the Tender Offer commenced on June 26, 2023, at 9:30 a.m. (Finnish time) and expired on October 31, 2023, at 4:00 p.m. (Finnish time).

Based on the final result of the Tender Offer, 59,074,059 Shares were tendered in the Tender Offer representing approximately 81.1 percent of all the Shares and voting rights carried by the Shares and, together with the 8,319,842 Shares held by the Offeror, representing approximately 92.5 percent of all the Shares and voting rights carried by the Shares (excluding shares held by Uponor or any of its subsidiaries).

According to the terms and conditions of the Tender Offer, the completion of the Tender Offer is subject to, among other things, the fulfilment or waiver by the Offeror of the condition that the Tender Offer has been validly accepted with respect to Shares representing, together with any Shares otherwise held by the Offeror, more than 50 percent of the Shares and voting rights carried by the Shares (the "**Minimum Acceptance Condition**"). As the Minimum Acceptance Condition and all other conditions to completion have been satisfied, the Offeror will complete the Tender Offer in accordance with its terms and conditions.

Andreas Müller, CEO of GF, comments:

*"We are pleased that we achieved over 90 percent of the Shares in Uponor during the Tender Offer for Uponor's shareholders. This shows that our goal of becoming a global leader in sustainable water and flow solutions has been well received.*

*I would like to sincerely thank all Uponor's shareholders, especially the largest shareholder Oras Invest, for their trust in GF. We look forward to the continued, accelerated implementation of the GF Piping Systems' strategy and to a successful future together with Uponor and its employees."*

The offer price will be paid on or about November 13, 2023, to each shareholder of Uponor, who has validly accepted, and not validly withdrawn, the Tender Offer in accordance with the terms and conditions of the Tender Offer. The offer price will be paid in accordance with the payment procedures described in the terms and conditions of the Tender Offer. The actual time of receipt of the payment will depend on the schedules of money transactions between financial institutions.



In order to allow also the remaining shareholders the possibility to accept the Tender Offer, the Offeror has decided to commence a subsequent offer period for the Shares in accordance with the terms and conditions of the Tender Offer (the “**Subsequent Offer Period**”). The Subsequent Offer Period will commence on November 7, 2023 at 9:30 a.m. (Finnish time) and expire on November 21, 2023 at 4:00 p.m. (Finnish time). During the Subsequent Offer Period, the Tender Offer can be accepted in accordance with the acceptance procedure described in the terms and conditions of the Tender Offer. All acceptances will be binding and cannot be withdrawn. Further instructions can be obtained from Skandinaviska Enskilda Banken AB (publ), Helsinki Branch (“**SEB**”) by [UponorOffer@seb.fi](mailto:UponorOffer@seb.fi).

The Offeror will announce the preliminary percentage of the Shares validly tendered during the Subsequent Offer Period on or about November 22, 2023, and the final percentage on or about November 27, 2023. The offer price will be paid to each shareholder who has validly accepted, and not validly withdrawn, the Tender Offer during the Subsequent Offer Period on or about December 4, 2023. The actual time of receipt of the payment by will depend on the schedules of money transactions between financial institutions.

It is the Offeror's intention to acquire all the Shares and to apply for the Shares to be delisted from Nasdaq Helsinki Ltd (“**Nasdaq Helsinki**”) as soon as permitted and reasonably practicable under the applicable laws and regulations and the rules of Nasdaq Helsinki. As the Offeror's ownership in Uponor will exceed 90 percent of the Shares and voting rights carried by the Shares after the settlement of the Shares tendered in the Tender Offer, the Offeror intends to initiate compulsory redemption proceedings to acquire the remaining Shares in accordance with the Finnish Companies Act.

The Offeror may acquire Shares on or after the date of this release in public trading on Nasdaq Helsinki Ltd or otherwise.

#### **Advisors**

UBS AG acts as financial advisor to GF in connection with the Tender Offer and SEB as local financial adviser to GF and arranger in connection with the Tender Offer. In addition, GF has retained White & Case LLP as legal advisor in connection with the Tender Offer and Tekir Ltd as communication advisor.

Uponor has retained Nordea Bank Abp and Goldman Sachs International as financial advisors and Hannes Snellman Attorneys Ltd as legal advisor in connection with the Tender Offer and Hill and Knowlton Finland Oy as communication advisor.

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Information about the Tender Offer is made available at <https://goingforward-movingwater.georgfischer.com>.



For administrative questions regarding the Tender Offer, please contact your bank or nominee where you have your Shares registered.

### **About GF**

With its three divisions GF Piping Systems, GF Casting Solutions, and GF Machining Solutions, GF offers products and solutions that enable the safe transport of liquids and gases, as well as lightweight casting components and high-precision manufacturing technologies. As a sustainability and innovation leader, GF has strived to achieve profitable growth while offering superior value to its customers for more than 200 years. Founded in 1802, GF is headquartered in Switzerland and present in 34 countries with 138 companies, 60 of which are production companies with 83 facilities. For the year ended December 31, 2022, GF's 15,207 employees worldwide generated sales of EUR 4.1 billion (CHF 4.0 billion).

### **About Uponor**

Uponor is a leading global provider of solutions that efficiently and effectively move water through cities, buildings, and homes. Uponor helps customers in residential and commercial construction, municipalities, and utilities, be more productive – and continuously find new ways to conserve, manage and provide water responsibly, unlocking its potential to provide comfort, health, and efficiency. Uponor's safe drinking water, energy-efficient radiant heating and cooling systems, and reliable infrastructure solutions are sold in more than 80 countries. Uponor employs approximately 3,600 professionals in 26 countries in Europe and North America. In 2022, Uponor's net sales totaled approximately EUR 1.4 billion. Uponor is based in Finland and listed on Nasdaq Helsinki.

### **Important Information**

THIS RELEASE MAY NOT BE RELEASED OR OTHERWISE DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS RELEASE IS NOT A TENDER OFFER DOCUMENT AND AS SUCH DOES NOT CONSTITUTE AN OFFER OR INVITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL ANY SECURITIES DESCRIBED HEREIN, AND IS NOT AN EXTENSION OF THE TENDER OFFER, IN AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA. INVESTORS SHALL ACCEPT THE TENDER OFFER FOR THE SHARES ONLY ON THE BASIS OF THE INFORMATION PROVIDED IN A TENDER OFFER DOCUMENT. OFFERS WILL NOT BE MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE EITHER THE TENDER OFFER OR ACCEPTANCE THEREOF IS PROHIBITED BY APPLICABLE LAW OR WHERE ANY TENDER OFFER DOCUMENT OR REGISTRATION OR OTHER REQUIREMENTS WOULD APPLY IN ADDITION TO THOSE UNDERTAKEN IN FINLAND.

THE TENDER OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND, WHEN PUBLISHED, THE TENDER OFFER DOCUMENT AND RELATED ACCEPTANCE FORMS WILL NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW.

THIS RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS RELEASE HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

### ***Information for Shareholders of Uponor in the United States***

The Tender Offer is made for the issued and outstanding shares in Uponor, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Tender Offer is made in the United States in compliance with Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the applicable rules and regulations promulgated thereunder, including Regulation 14E (in each case, subject to any exemptions or relief therefrom, if applicable) and otherwise



in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the Tender Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those of the United States. Shareholders in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Uponor is not subject to the periodic reporting requirements of the Exchange Act and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “SEC”) thereunder.

The Tender Offer is made to Uponor’s shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Uponor to whom an offer is made. Any information documents, including this release, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Uponor’s other shareholders.

To the extent permissible under applicable law or regulations, including Rule 14e-5 under the Exchange Act, the Offeror and its affiliates or its brokers and its broker’s affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of this release and during the pendency of the Tender Offer, and other than pursuant to the Tender Offer and combination, directly or indirectly, purchase or arrange to purchase, the Shares or any securities that are convertible into, exchangeable for or exercisable for such Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a stock exchange or press release or other means reasonably calculated to inform U.S. shareholders of Uponor of such information. In addition, the financial advisers to the Offeror may also engage in ordinary course trading activities in securities of Uponor, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, passed upon the merits or fairness of the Tender Offer, or passed any comment upon the adequacy, accuracy or completeness of this release. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Tender Offer by a U.S. holder of Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares is urged to consult its independent professional adviser immediately regarding the tax consequences of accepting the Tender Offer.

It may be difficult for Uponor’s shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws since the Offeror and Uponor are located in non-U.S. jurisdictions and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Uponor’s shareholders may not be able to sue the Offeror or Uponor or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Uponor and their respective affiliates to subject themselves to a U.S. court’s judgment.

### ***Forward-looking Statements***

This release contains statements that, to the extent they are not historical facts, constitute “forward-looking statements.” Forward-looking statements include statements concerning plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, business strategy and the trends in the industries and the political and legal environment and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms “believes,” “intends,” “may,” “will” or “should” or, in each case, their negative or variations on comparable terminology. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release.

### Disclaimer

UBS AG is authorized and regulated by the Financial Market Supervisory Authority in Switzerland. It is authorized by the Prudential Regulation Authority and subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority in the United Kingdom. UBS AG is acting exclusively for the Offeror and no one else in connection with the Tender Offer or the matters referred to in this document, will not regard any other person (whether or not a recipient of this document) as its client in relation to the Tender Offer and will not be responsible to anyone other than the Offeror for providing the protections afforded to its clients or for providing advice in relation to the Tender Offer or any other transaction or arrangement referred to in this document.

SEB, which is under the supervision of the Swedish Financial Supervisory Authority (*Finansinspektionen*) in cooperation with the FIN-FSA, is acting as local financial adviser to the Offeror and no one else in connection with the Tender Offer and as arranger in relation to the Tender Offer, will not regard any other person than the Offeror as its client in relation to the Tender Offer and will not be responsible to anyone other than the Offeror for providing protection afforded to clients of SEB or for providing advice in relation to the Tender Offer.

Nordea Bank Abp, which is under the supervision of the European Central Bank together with the Finnish Financial Supervisory Authority, is acting as financial adviser to Uponor and no one else in connection with the Tender Offer and the matters set out in this announcement. Neither Nordea Bank Abp nor its affiliates will regard any other person as its client in relation to the Tender Offer and the matters set out in this announcement and will not be responsible to anyone other than Uponor for providing the protection afforded to clients of Nordea Bank Abp, nor for providing advice in relation to the Tender Offer or the other matters referred to in this announcement.

Goldman Sachs International, which is authorized in the United Kingdom by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, is acting as financial adviser to Uponor and no-one else in connection with this announcement. Neither Goldman Sachs International nor its affiliates, nor their respective partners, directors, officers, employees or agents are responsible to anyone other than Uponor for providing the protections afforded to clients of Goldman Sachs International or for providing advice in connection with any matters referred to in this announcement.

### Corporate Profile

GF – with its three divisions GF Piping Systems, GF Casting Solutions, and GF Machining Solutions – offers products and solutions that enable the safe transport of liquids and gases, as well as lightweight casting components and high-precision manufacturing technologies. As a sustainability and innovation leader, GF strives to achieve profitable growth while offering superior value to its customers for more than 200 years. Founded in 1802, the Corporation is headquartered in Switzerland and present in 34 countries with 138 companies, 60 of which are production companies with 83 facilities. GF's 15'207 employees worldwide generated sales of CHF 3'998 million in 2022.

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