

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION WHERE ITS PUBLICATION WOULD BE UNLAWFUL**

## **Greiner AG announces the approval and publication of Prospectus related to its conditional voluntary public takeover offer for Recticel SA (Euronext:REC)**

- **Initial acceptance period will start on 14 October 2021 and is expected to conclude on 17 December 2021 at 4pm Belgian time.**
- **Payment of offer price is expected on 23 December 2021.**
- **Offer price to Recticel shareholders of EUR 13.50 per share and between EUR 5.20 and EUR 8.07 per subscription right, depending on the strike price and maturity.**

Kremsmünster, Austria, 6 October 2021. Greiner today announces the publication of its Prospectus following approval by the Financial Services and Markets Authority ("FSMA") in Belgium. The Prospectus relates to Greiner's conditional voluntary public takeover offer to acquire a majority of Recticel shares (the "Offer"). Recticel is expected to publish its response memorandum in due course. The initial acceptance period will start on 14 October 2021 and is expected to conclude on 17 December 2021 at 4pm Belgian time. Payment of offer price is expected on 23 December 2021.

The Offer is subject inter alia to a 50% acceptance condition (including the Compagnie du Bois Sauvage stake to be acquired by Greiner) and to the obtaining of regulatory Phase I approvals from competent merger control authorities in the European Union and other relevant jurisdictions. To date, Greiner has already received competition authority approvals in Serbia and Turkey and has submitted its filing in Morocco. Greiner is currently in pre-notification phase with the European Commission's services and aims to formally notify the European Commission in the first half of October 2021 and therefore expects a European Commission's Phase I clearance decision to be issued by the end of November or early December 2021.

As announced in May, Greiner has launched the Offer at a price of EUR 13.50 per share. The Offer also relates to all subscription rights issued by Recticel. The price offered for each subscription right varies depending on the strike price and maturity of the subscription rights and ranges between EUR 5.20 to EUR 8.07 for each subscription right.

Greiner's close cooperation with Recticel as a result of the transaction will bring together two solid players in adjacent market segments, comfort and technical foam, and strengthen Europe's foam industry to compete effectively on a global scale and accelerate growth for both companies.

The offer is expected to close during the fourth quarter of 2021. Following the successful completion of the transaction, Greiner intends to maintain Recticel's public listing on Euronext Brussels. The full details and terms of the conditional offer can be found in the Prospectus published today.

CEO Axel Kühner noted: “*The publication of the Prospectus is an important milestone. We reiterate our commitment to the Offer and to delivering significant value through this combination for all stakeholders. Together, Recticel and Greiner will be able to broaden the range of flexible foams in the interest of our companies and thus our customers.*”

The Prospectus is available on the following websites: [www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (in Dutch) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (in French) and on the websites of Recticel (<https://www.recticel.com/>) and Greiner (<https://www.greiner.com/en/press/newsroom/>).

After approval by the FSMA, the response memorandum will be available on the following websites: [www.bnpparibasfortis.be/sparenenbeleggen](http://www.bnpparibasfortis.be/sparenenbeleggen) (in Dutch) and [www.bnpparibasfortis.be/epargneretplacer](http://www.bnpparibasfortis.be/epargneretplacer) (in French) and on the websites of Recticel (<https://www.recticel.com/>) and Greiner (<https://www.greiner.com/en/press/newsroom/>). The response memorandum will be available in hard copy, free of charge, upon request to Recticel.

BNP Paribas Fortis SA is acting as exclusive financial advisor to Greiner. Linklaters LLP, Schönherr Rechtsanwälte GmbH, Dorda Rechtsanwälte GmbH, Hengeler Mueller and Greenlake Legal (Raninger Hoedl Rechtsanwalts GmbH) are acting as legal advisors and Brunswick Group as communications advisor to Greiner.

#### Legal disclaimers

This press release may not be published, distributed or disseminated in any country or territory where its publication or the offers referred to in this press release would be illegal or may require registration or any other filing of documents. Anyone in possession of this press release must refrain from publishing, distributing or disseminating it in the countries and territories concerned.

This press release may not be published, distributed or disseminated in the United States, Canada, Australia or Japan. The public takeover bid referred to in this press release will not be extended to the United States, directly or indirectly, and will not use any jurisdictional means (such as the post office, telephone networks, financial markets, the Internet or any other means) of the United States. This press release does not constitute an extension to the United States, Canada, Australia or Japan of any offer mentioned in this press release.

Furthermore, this press release does not constitute or form part of an offer to sell, nor does it constitute a solicitation of an order to buy financial instruments in the United States or in any other jurisdiction.

#### Further information

##### *Media:*

Greiner AG	+43 664 8850 8951
Stefan Grafenhorst	
<i>Head of Group Communications and Sustainability</i>	
Paul Scott, Brunswick Group	+49 1723000703
Jorick Albers, Brunswick Group	+32 474980898
Gilbert Rukschcio, Pantarhei (AT)	+43 66488656460

##### *Investors:*

BNP Paribas	
Gabriel Englebort	+32 2 228 9691
Marc Demuth	+33 1 4298 0779

DF King  
David Chase Lopes  
David.chaselopes@dfkingltd.co.uk

+33 1 80 95 68 74

Retail investor helpline (Belgian  
free phone number)

0800 74 972

Georgeson  
Christine Genin  
christine.genin@georgeson.com

+33 1 42 60 36 54

++++

**Greiner**

Greiner is headquartered in Kremsmünster, Austria, and has four operating divisions comprised by Greiner Packaging, Greiner Bio-One, Greiner Extrusion and NEVEON (formally Greiner Foam). Greiner is one of the leading producers of foam and processors of plastics for the packaging, furniture, sport, automotive, medical technology and pharmaceutical sectors. It also numbers among the top manufacturers of extrusion lines, tools and complete profile extrusion plants. In the 2020 financial year, Greiner achieved sales revenues of EUR 1.930 billion and employed a workforce of more than 11,000 at 139 locations in 34 countries. The Greiner CEO is Axel Kühner and its CFO is Hannes Moser. [www.greiner.com](http://www.greiner.com)