

21 oktober 2022

Gereguleerde informatie



## Persbericht<sup>1</sup>

### Transparantiemelding

De Venootschap ROSIER SA heeft van BOREALIS AG, met maatschappelijke zetel te Trabennstrasse 6-8, 1020 Wenen, Oostenrijk, een transparantiemelding gekregen, neergelegd bij de FSMA op 20 oktober 2022.

Volgens zijn melding, bedraagt de rechtstreekse deelneming van BOREALIS AG in ROSIER SA 98,09 %.

Namens de Raad van Bestuur.

*Willy Raymaekers*  
Voorzitter en CEO van Rosier Group

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<sup>1</sup> Ook beschikbaar op de website [www.rosier.eu](http://www.rosier.eu) onder de rubriek "Transparatieverklaring"

## 1) Status of the notification

Final

## 2) Issuer

Name ROSEER  
Identification number DAC-1-256-237

## 3) Reason for the notification

Acquisition or disposal of voting securities or voting rights

## 4) Notification by

A parent undertaking or a controlling person

## 5) Persons subject to the notification requirement

Name	Address (for legal entities)
OMV AG (Aktiengesellschaft under Austrian law)	Trabrennstrasse 6-8, 1020 Vienna, Austria
OMV Downstream GmbH	Trabrennstrasse 6-8, 1020 Vienna, Austria
OMV Borealis Holding GmbH	Trabrennstrasse 6-8, 1020 Vienna, Austria
Borealis AG	Trabrennstrasse 6-8, 1020 Vienna, Austria

## 6) Persons that dispose of voting rights (only to be filled in if art. 7 of the Law applies)

Name	Address (for legal entities)

Please continue entering the information in **part II** concerning the persons referred to in Sections 5 and 6

Part II

## 7) Date on which the threshold is crossed

29/07/2022 (DD/MM/YYYY)

## 8) Threshold that is crossed (in %)

35

If the holding has fallen below the lowest threshold, you have the option of not entering any numbers in Section 10

## 9) Denominator

3,035,000

Please enter the denominator before filling in the data

## 10) Notified details

A) Voting rights	Previous notification	After the transaction			
	# of voting rights	# of voting rights		% of voting rights	
Holders of voting rights		Linked to securities	Not linked to the securities	Linked to securities	Not linked to the securities
OMV AG	0	0		0.00%	

Borealis AG	197,550	2,947,550	0	96.09%	0.00%
Subtotal	197,550	2,947,550		96.09%	
<b>TOTAL</b>		<b>2,947,550</b>	<b>0</b>	<b>96.09%</b>	<b>0.00%</b>



**i** Start with "groups" of holders. Add subtotals with  $\Sigma$ , and then finish with the persons who are "alone".  
 For groups, start with the ultimate controlling natural person or legal entity.  
 The totals, subtotals and % will be updated once you have clicked on **<CALCULATE>**.

## Persons subject to the notification requirement

<u>Name</u>	<u>Address</u>	<u>Phone number</u>	<u>E-mail</u>	<u>Contact person for legal persons</u>
OMV AG (Aktiengesellschaft und	Trabrennstrasse 6-8, 1020 Vienna, Austria	+43 1 22 400 349	krzysztof.nowak@borealis	Krzysztof Nowak
Borealis AG (Aktiengesellschaft u	Trabrennstrasse 6-8, 1020 Vienna, Austria	+43 1 22 400 349	krzysztof.nowak@borealis	Krzysztof Nowak

## Mandatory

<u>Name</u>	<u>Address</u>	<u>Phone number</u>	<u>E-mail</u>	<u>Contact person for legal persons</u>

## Invoicing data

<u>Name</u>	<u>Address</u>	<u>Phone number</u>	<u>E-mail</u>	<u>Contact person for legal persons</u>
Borealis AG	Trabrennstrasse 6-8, 1020 Vienna, Austria	+43 1 22 400 349	krzysztof.nowak@borealis	Krzysztof Nowak

The personal data which you have provided to the FSMA via this form will be processed by the FSMA as set out in its [Privacy Policy](#).

B) Equivalent financial instruments	After the transaction						
	Holders of equivalent financial instruments	Type of financial instrument	Expiration date	Exercise period or date	# of voting rights that may be acquired if the instrument is exercised	% of voting rights	Settlement
					0	0.00%	
TOTAL					0	0.00%	

**i** The totals will be updated once you have clicked on <CALCULATE>

TOTAL (A & B)		# of voting rights	% of voting rights
	<b>CALCULATE</b>	2,947,550	88.09%

11) Full chain of controlled undertakings through which the holding is effectively held, if applicable

See diagram attached. Borealis is exclusively controlled by OMV AG. The chain of the controlled entities updated to 14/05/2022 has not been modified at the date of 20/07/2022.

12) In case of proxy voting for only one GM

Holder  will cease to hold / will hold again  voting rights as of  (DDMM/YYYY)

13) Additional information

On 28 July 2022, Borealis AG subscribed to 2,750,000 additional shares in exchange for the contribution in kind consisting of (i) Borealis' receivables under the following shareholder loans that Borealis (as lender), entered into with Rosier SA (as borrower): (a) the EUR 25,000,000 (in principal) intercompany loan agreement dated 16 July 2020 (effective as from 22 July 2020) (and (b) the EUR 25,000,000 (in principal) intercompany loan agreement dated 16 July 2020 (effective as from 28 August 2020) (together, the Borealis Loans) and (ii) a portion of the receivables under the current account (the Current Account) between Borealis Financial Services NV and Rosier SA (receivables assigned by Borealis Financial Services NV to Borealis AG).

The receivables under the Borealis Loans and the Current Account were each contributed at nominal value in Rosier SA's capital, for an aggregate amount of EUR 50,000,000 and against the issuance of 2,750,000 new ordinary shares. As a result, Borealis AG holds 88.09% of the share capital of Rosier SA, increasing from 77.5%.

Done at  Lingenho, Austria and Düsseldorf, Germany

On  20/10/2022 (DDMM/YYYY)

Sandra Möller, Vice-President Legal and Compliance  
 Philippe Roodhooft, Executive Vice-President Joint Ventures & Growth Projects

Signature 

Signature

B) Equivalent financial instruments	After the transaction												
	Type of financial instrument	Expiration date	Exercise period or date	# of voting rights that may be acquired if the instrument is exercised	% of voting rights	Settlement							
<table border="1"> <tr> <td>Holder of equivalent financial instruments</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </table>	Holder of equivalent financial instruments												
Holder of equivalent financial instruments													
TOTAL				0	0.00%								
				0	0.00%								

**1** The totals will be updated once you have clicked on <CALCULATE>

TOTAL (A & B)		# of voting rights	% of voting rights
	<b>CALCULATE</b>	2,947,550	98.09%

**11) Full chain of controlled undertakings through which the holding is effectively held, if applicable**

See diagram attached. Borealis is exclusively controlled by OMV AG. The chain of the controlled entities updated to 14/03/2022 has not been modified at the date of 29/07/2022.

**12) In case of proxy voting for only one GM**

Holder  will cease to hold / will hold again  voting rights as of  (DD/MM/YYYY)

**13) Additional information**

On 29 July 2022, Borealis AG subscribed to 2,750,000 additional shares in exchange for the contribution in kind consisting of (i) Borealis' receivables under the following shareholder loans that Borealis (as lender) entered into with Rosier SA (as borrower): (a) the EUR 25,000,000 (in principal) intercompany loan agreement dated 16 July 2020 (effective as from 22 July 2020) (and (b) the EUR 25,000,000 (in principal) intercompany loan agreement dated 16 July 2020 (effective as from 28 August 2020) (together, the Borealis Loans) and (ii) a portion of the receivables under the current account (the Current Account) between Borealis Financial Services NV and Rosier SA (receivables assigned by Borealis Financial Services NV to Borealis AG).

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Done at  Lengenlois, Austria and Düsseldorf, Germany

On  20/10/2022 (DD/MM/YYYY)

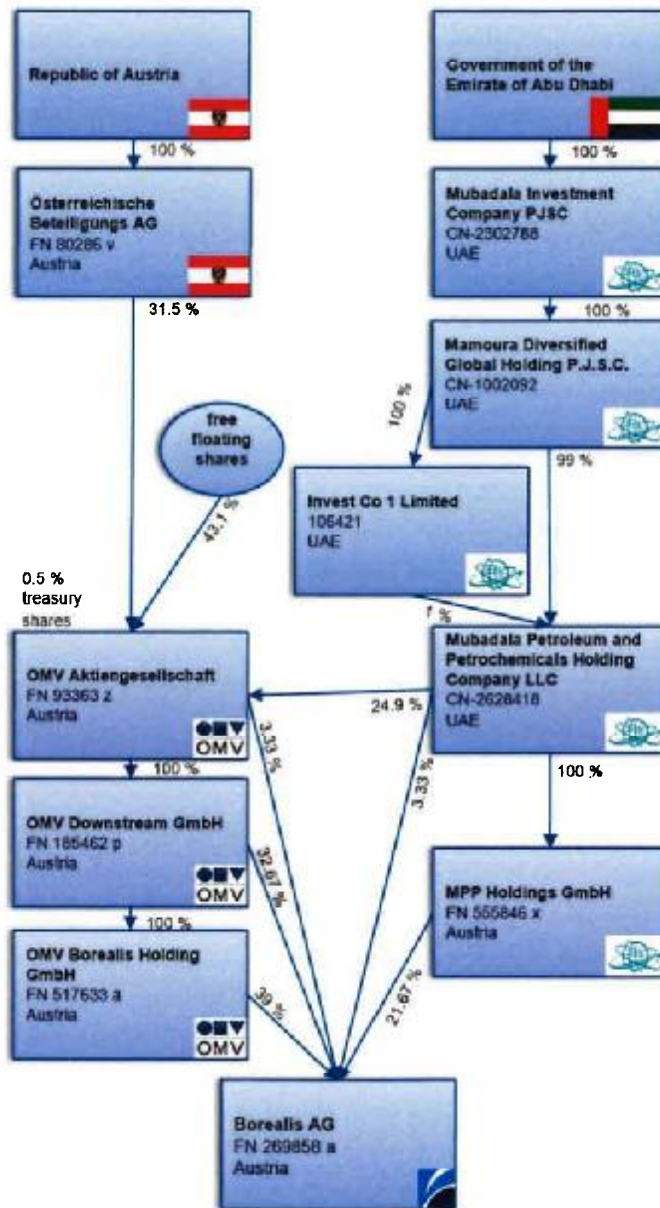
Sandra Müller, Vice-President Legal and Compliance  
 Philippe Roodhooft, Executive Vice-President Joint Ventures & Growth Projects

Signature

Signature

We, the undersigned legal representatives of **Borealis AG** (FN 269858a, Austria), hereby confirm, due to information received by Borealis AG and our best knowledge as of the signature date below, that:

- this structure chart represents the current, full and accurate **ownership and control structure of Borealis AG**;
- this structure chart includes **all intermediate entities** in the ownership chain together with all direct and indirect shareholders having effective control (voting) and / or holding (economic benefit) at least 10 % in Borealis AG; and
- Borealis AG has **no Ultimate Beneficial Owners (UBO)**, i.e. the natural persons owning, controlling or benefiting from, directly or indirectly at least 10% of Borealis AG.



*[Signature]*

Name: Thomas Gangl

Function: CEO

Date: 14 MAR 2022

*[Signature]*

Name: Mark Tonkens

Function: CFO

Date: 14 MAR 2022