



WELCOME TO THE EXTRAORDINARY GENERAL MEETING OF SIKA AG
JUNE 11, 2018

SIKA ENDS DISPUTE AND SECURES INDEPENDENCE

- Transfer of control from family to all shareholders
- Transaction leads to immediate earnings per share increase
- Implementation of efficient capital structure
- Creation of modern governance structure
- Acceleration of Sika's growth strategy, review of targets 2020

TRANSACTION STRUCTURE

- One comprehensive transaction
- Implementation of the transaction in two steps:
 - Acquisition of 6.97% stake by Sika for CHF 2.08 billion (for cancellation)
 - After 2 years (lock-up period), right of first refusal for up to 10.75% (at market)
- Transaction fully funded by UBS, already largely refinanced through convertible bond
- Confirmation of S&P's "A-" credit rating

SAINT-GOBAIN AS SHAREHOLDER

- Saint-Gobain (SGO) holds 10.75% stake in Sika (after creation of unitary registered shares and capital reduction)
- SGO supports introduction of "one share, one vote"
- SGO is bound by lock-up, stand-still and offer obligations:
 - lock-up (2 years)
 - stand-still (up to 10.75% for 4 years, up to 12.875% for 6 years)
 - in the event of a sale of shares, shares to be offered to Sika (up to 12.875% for 6 years, up to 10.75% afterwards)
 - no public tender offer for Sika for 6 years
- No representation on Sika Board

MODERN GOVERNANCE STRUCTURE CHANGES TO THE ARTICLES OF ASSOCIATION

- Abolishment of opting-out
- Abolishment of transfer restriction
- Creation of unitary registered shares
- Cancellation of repurchased registered shares

CONSTITUTION

EXTRAORDINARY GENERAL MEETING, JUNE 11, 2018

BUILDING TRUST



VOTE COUNTERS

- Caroline Inauen (Lead)
- Corinne Lenggenhager
- Christine Jones
- Julia Bachmann
- Daniela Krenn
- Eveline Ulmann
- Simone Daetwyler
- Gabi Rebsamen
- Eliane Bussmann
- Reto Schneider
- Kathrin Reichenstein
- Fernando Perez Gonzalez
- Cornelia Durrer

GENERAL STATEMENTS

BUILDING TRUST



STATUTORY ITEMS

DR. PAUL HÄLG
CHAIRMAN OF THE BOARD

BUILDING TRUST

