



EXTRAORDINARY GENERAL MEETING ON JANUARY 25, 2022

DECEMBER 22, 2022

BUILDING TRUST



SIKA CONVERTIBLE INSTRUMENTS AND CAPITAL AUTHORIZATIONS (1)

- Sika currently has two convertible instruments outstanding:
 - **A CHF 1,300m mandatory convertible bond (“MCN 2022”)**
 - Issued on January 22, 2019, to finance the acquisition of Parex
 - Will be converted into approx. 9,950,000 shares on January 30, 2022, with shares sourced from conditional capital
 - **A CHF 1,650m convertible bond (“CB 2025”)**
 - Issued on May 15, 2018, to finance the acquisition of Sika shares held by Saint-Gobain
 - Expires on June 5, 2025, but holders can request conversion of the CB 2025 at any time
 - Due to the significant increase in Sika’s share price, already 15% of the CB 2025 holders decided to early convert
 - Sika delivered newly issued shares from conditional capital to holders who converted early
 - Further early conversion expected over the next months

SIKA CONVERTIBLE INSTRUMENTS AND CAPITAL AUTHORIZATIONS (2)

- Only c. 65% of the CB 2025 is covered by Sika's currently authorized conditional capital
- Sika therefore invited its shareholders to an extraordinary general meeting ("EGM") and proposed an increase of the conditional capital by 3,200,000 shares to ensure ability to physically deliver shares to converting CB 2025 holders
- If approved by the EGM and taking into account the conversion of the MCN 2022 as well as the shares issued to the holders of the CB 2025 to date, the total conditional capital will amount to c. 5.0% of the share capital as of January 31, 2022, and will be **solely** used to cover the already outstanding convertible instruments

SIKA EXTRAORDINARY GENERAL MEETING ON JANUARY 25, 2022

- The EGM will be held on January 25, 2022
- The Board of Directors proposes to increase the existing conditional capital from currently CHF 155,893.20, corresponding to 15,589,320 registered shares with a par value of CHF 0.01 each, to CHF 187,893.20, corresponding to 18,789,300 registered shares with a par value of CHF 0.01 each
- For this purpose, the Board of Directors proposes to amend the first paragraph of clause 2 para. 4 of the Articles of Association as follows:

“The share capital of the Company is increased through the issuance of a maximum of 18,789,300 fully paid-up registered shares with a nominal value of CHF 0.01 each, representing a maximum nominal value of CHF 187,893, by exercising option or conversion rights, which were granted on a stand-alone basis or in connection with bonds or other debt financing instruments by the Company or any of its subsidiaries. The pre-emptive right of shareholder is excluded“

(All other paragraphs of clause 2 as well as all other clauses of the Articles of Association remain unchanged)

DEVELOPMENT CONDITIONAL CAPITAL AS % OF SHARE CAPITAL COVERS OUTSTANDING INSTRUMENTS ONLY

