

**SMT Scharf AG: Major shareholders acquire control,
announcement of submission of mandatory offer with
purchase offer, planned downlisting and conclusion of
downlisting agreement**

Hamm in Westphalia, January 11, 2021 – The shareholders Shareholder Value Beteiligungen AG, Share Value Stiftung, Ms. Christiane Weispfenning (together the “**SHV Group**”) and Dr. Helmut Fink informed SMT Scharf AG (WKN 575198, ISIN DE0005751986) today that they have acquired control of SMT Scharf AG in the meaning of Sections 35 (1) and 29 (2) of the German Securities Acquisition and Takeover Act (WpÜG) as a result of Dr. Helmut Fink’s accession on January 11, 2021 to the shareholders’ agreement existing between the shareholders of the SHV Group. The four major shareholders thereby together hold 1,397,295 voting rights out of a total of 4,620,000 voting rights in SMT Scharf AG. This corresponds to around 30.24% of the voting rights and share capital of SMT Scharf AG. As bidders with discharging effect for Ms Weispfenning and Dr. Helmut Fink, Shareholder Value Beteiligungen AG and Share Value Stiftung will make a mandatory offer in the meaning of Section 35 (2) WpÜG to acquire all of the bearer shares of SMT Scharf AG – after the German Federal Financial Supervisory Authority (BaFin) has approved the publication of an offer document. The offer price is to correspond to the statutory minimum price, which is expected to amount to EUR 8.22 per share on the basis of previous acquisitions.

The mandatory offer is also to include a purchase offer (Section 39 (2) and (3) of the German Stock Exchange Act [BörsG]) to enable the revocation of the admission of all of the shares of SMT Scharf AG to trading on the Regulated Market of the Frankfurt Stock Exchange. In this context, SMT Scharf AG and Shareholder Value Beteiligungen AG as well as Share Value Stiftung also concluded a downlisting agreement today, as part of which SMT Scharf AG has undertaken to realise the downlisting of the shares to a high-quality segment of the regulated unofficial market of a German stock exchange if the mandatory offer includes a purchase offer in accordance with Section 39 (2) and (3) BörsG and subject to certain conditions, in particular that SMT Scharf AG would not violate applicable law as a consequence. Accordingly, SMT Scharf AG plans to terminate the admission to trading on the Regulated Market of the Frankfurt Stock Exchange and in the Prime Standard segment, and to replace this with the inclusion of the shares in a high-quality segment of the regulated unofficial market of a German stock exchange (Scale, m:access or Primary Market). The company thereby expects to achieve significant cost savings, and continues to consider access to the capital market to be sufficiently secure.

Ad hoc announcement pursuant to Article 17 of the Market Abuse Regulation (MAR)



Company profile

The SMT Scharf Group develops, manufactures and services transportation equipment for underground mining as well as for tunnel construction. Its main products include captivated railway systems that are deployed worldwide, primarily in hard coal mines, as well as in mines for gold, platinum and other metals. Such systems are required in order to transport material and personnel with payloads of up to 48 tonnes and on gradients of up to 30 degrees. SMT Scharf also supplies the mining sector with chairlifts. Since 2018, SMT Scharf's diverse portfolio has also included rubber-wheeled diesel and electric vehicles for mining and tunnelling, including loaders, scissor lifts and underground trucks. As part of the further diversification of the business, the product range has been successfully expanded since 2019 to include electronic components and control systems for mining and other industries. Overall, the SMT Scharf Group is active with subsidiaries in eight countries, as well as commercial agencies worldwide. SMT Scharf generates a large share of its revenue in growing foreign markets such as China, Russia, Poland and South Africa. SMT Scharf AG has been listed in the Prime Standard (Regulated Market) of the Frankfurt Stock Exchange since 2007.

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Disclaimer

This announcement and the information it contains are for information purposes only, and do not constitute an offer to purchase or a solicitation of an offer to sell shares of SMT Scharf AG. The final terms of the mandatory offer as well as other provisions relating to the mandatory offer will be communicated in the offer document after the German Federal Financial Supervisory Authority (BaFin) has approved the publication of the offer document. Furthermore, this publication and the information it contains constitute neither a prospectus, nor an offer to sell securities of SMT Scharf AG, nor a solicitation of an offer to purchase securities in the United States of America, Canada, Japan or Australia. This announcement and the information it contains may not be distributed, published or transmitted, whether directly or indirectly, into or within the United States of America, Canada, Japan or Australia. Securities may not be offered or sold in the United States of America without prior registration under the U.S. Securities Act of 1933, as amended, or an exemption from registration. The shares of SMT Scharf AG have not been and will not be registered under the provisions of the U.S. Securities Act of 1933, as amended, or under the securities laws of Australia, Canada or Japan, and will not be sold or offered for purchase in these countries. The distribution of this communication may be restricted by law in certain jurisdictions, and persons who gain possession of any document or other information specified herein should inform themselves about and observe any such restrictions. Failure to comply with these restrictions may constitute a violation of the securities laws of such countries.