

21 octobre 2022

Information réglementée



Communiqué de presse¹

Notification de transparence

La Société ROSIER SA a reçu de BOREALIS AG, ayant son siège social à Trabennstrasse 6-8, 1020 Vienna, Austria, une notification de transparence déposée auprès de la FSMA en date du 20 octobre 2022.

Selon sa déclaration, la participation directe de BOREALIS AG dans ROSIER SA atteint 98,09 %.

Au nom du Conseil d'administration.

Willy Raymaekers
Président et CEO du Rosier Group

¹ Également disponible sur le site internet www.rosier.eu dans la rubrique « Déclaration de transparence »

1) Status of the notification:

Final

2) Issuer:

Name	RÖS ER
Identification number	04C1-25B-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 %)

95

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

9) Denominator:

3.025.000

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	0	96.09%	0.00%
TOTAL		2,947,550	0	96.09%	0.00%

 Start with "groups" of holders. Add subtotals with Σ , 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>.





FINANCIAL SERVICES AND
MARKETS AUTHORITY

Transparency notification
Form TR-1 BE
PART II

Persons subject to the notification requirement

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

Mandatory

Name	Address	Phone number	E-mail	Contact person for legal persons

Invoicing data

Name	Address	Phone number	E-mail	Contact person for legal persons
Borealis AG	Trabrennstraße 6-8, 1020 Vienna, Austria	+43 1 22 400 349	krzysztof.nowak@borealisag	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](#).

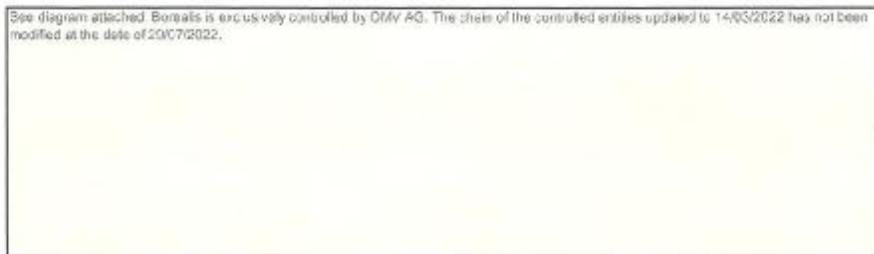
B) Equivalent financial instruments		After the transaction				
Holders of equivalent financial instruments	Type of financial instrument	Expiration date	Exercise period or date	# of voting rights that may be acquired if the instrument is exercised	% of voting rights	Settlement
				0	0.0%	+ 
TOTAL				0	0.0%	

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

TOTAL (A & B)	# of voting rights	% of voting rights
	CALCULATE 2,947,550	68.0%

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

Bee diagram attached Borealis is exclusively controlled by OMV AG. The list of the controlled entities updated to 14/03/2022 has not been modified at the date of 20/07/2022.



12) In case of proxy voting for only one GM

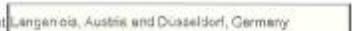
Holder 	will cease to hold / will hold again 	0	voting rights as of 
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13) Additional information

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 55,000,000 and against the issuance of 2,750,000 new ordinary shares. As a result, Borealis AG holds 68.0% of the share capital of Rosier SA, increasing from 77.5%.



Done at  Langenlois, Austria and Dusseldorf, Germany

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

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

Signature 

Signature 

B) Equivalent financial instruments						
Holders of 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
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
	CALCULATE	2,947,550
		28.09%

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

See diagram attached. Borealis is exclusively controlled by OMV AG. The chain of the controlled entities updated by **zamperini** was modified at the date of 28/07/2023.

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 26 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 55,000,000 and against the issuance of 2,750,000 new ordinary shares. As a result, Borealis AG holds 98.09% of the share capital of Rosier SA, increasing from 77.5%.

Born at Lippenskois, Austria and Büsseldorf, Germany

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

Sandra Müller, Vice-President Legal and Compliance

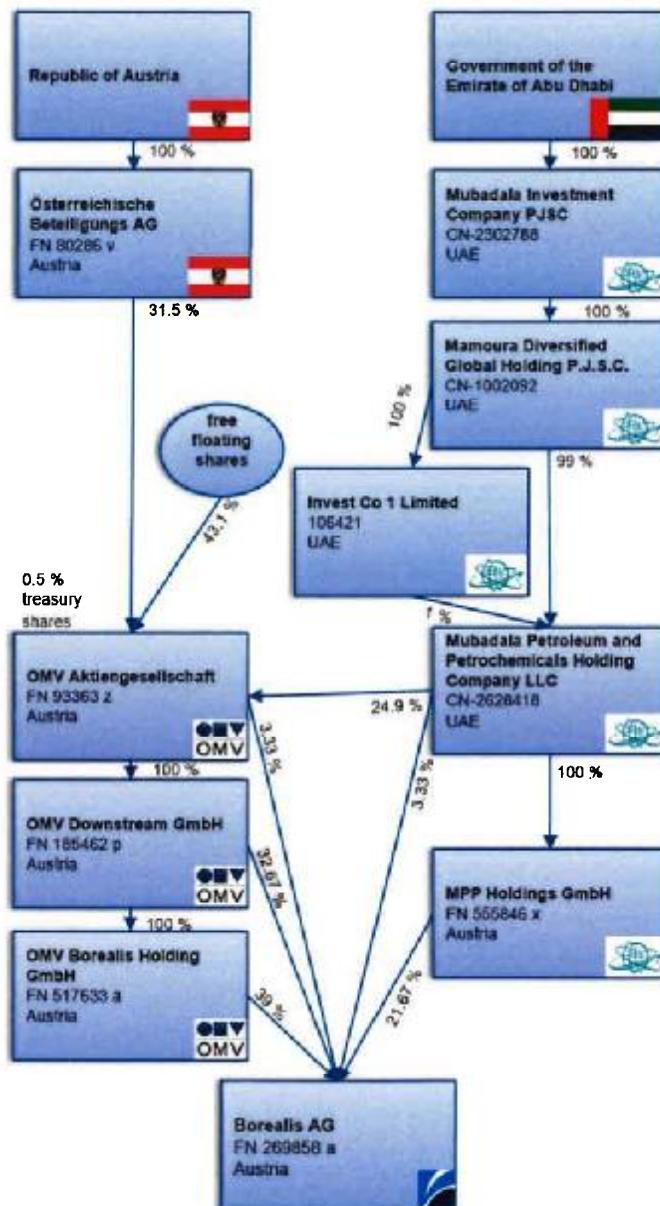
Philippe Roodhooft, Executive Vice-President Joint Ventures & Growth Projects

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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.



Name: Thomas Gangl

Function: CEO

Date: 14 MAR 2022

Name: Mark Tonkens

Function: CFO

Date: 14 MAR 2022