

# REC Silicon - RECOMMENDED VOLUNTARY CASH OFFER TO ACQUIRE ALL SHARES IN REC SILICON

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, INTO OR WITHIN CANADA, AUSTRALIA, SOUTH KOREA, NEW ZEALAND, SOUTH AFRICA, JAPAN, HONG KONG, OR ANY OTHER JURISDICTION IN WHICH THE RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE UNLAWFUL**

Oslo, 24 April 2025

REC Silicon ASA (the "Company") today announces the agreement for a recommended voluntary all cash offer (the "**Offer**") by Anchor AS (the "**Offeror**"), to acquire all issued and outstanding shares in the Company (the "**Shares**") at an offer price of NOK 2.20 per Share (the "**Offer Price**"), representing an aggregate equity value of the Company of approximately NOK 925 million (based on 420,625,659 shares outstanding).

The Offeror is a newly formed Norwegian limited liability company established by the two largest shareholders of the Company, Hanwha Corporation and Hanwha Solutions Corporation, for the purposes of the Offer.

The board of directors of the Company (excluding its members having a conflict of interest) (the "Board") has unanimously resolved that it recommends the shareholders of the Company (the "Shareholders") to accept the Offer.

Kurt Levens, CEO of the Company, commented: *"Hanwha has been a supporting shareholder of the Company for many years, not least in a period which has been challenging for the Company, and REC believes the opportunities that this offer represents in respect of an enhanced partnership with Hanwha is firmly in its interest and in the interests of all the Company's stakeholders including the shareholders."*

Ki Won Yang, CEO of Hanwha Corporation, commented: *"Hanwha, recognizing its responsibility as REC Silicon ASA's largest shareholder amid the company's deep financial distress and strategic challenges, has decided to launch a voluntary tender offer to acquire all shares and delist REC from the Oslo Stock Exchange; following delisting, Hanwha plans to provide adequate financial support and streamline governance to help stabilize operations."*

Key highlights and summary of the Offer:

The offer price represents a premium of:

- 28% to the closing price of the shares on Oslo Stock Exchange on 24 April 2025 of NOK 1.72.

which was the last trading day prior to the announcement of the Offer;

- 31% to the volume weighted average price of NOK 1.66 of the Shares for the one month period ending on 24 April 2025;

- 54% to the volume weighted average price of NOK 1.43 of the Shares for the three months period ending on 24 April 2025; and

- 52% to the volume weighted average price of NOK 1.45 since the Company's announcement regarding a strategic review on 30 December 2024.

The Offeror has received pre-commitments to accept the Offer from Hanwha Corporation and Hanwha Solutions Corporation, who together hold Shares representing approximately 33.33% of the Shares as at the date of this announcement (the "Pre-Acceptances").

The Offer will be subject to conditions, including but not limited to the Offer being accepted to such extent that the Offeror becomes the owner of Shares representing more than 90% of the Shares and voting rights in the Company. A summary of the other key terms and conditions of the Offer is set out below in this announcement.

### **The Offer Price**

The Shareholders will be offered NOK 2.20 in cash per Share. The total value of the Offer is approximately NOK 925 million based on the number of outstanding Shares at the date of this announcement. No commission will be charged in connection with settlement of the Offer.

Should the Company, prior to settlement of the Offer, (i) change the Company's share capital, the number of Shares issued or the par value of the Shares, (ii) resolve to distribute any dividends or make any other distributions to the Shareholders with a record date prior to settlement of the Offer, (iii) issue instruments which give the right to require further Shares to be issued, or (iv) announce that the Company has decided on any such measures, the Offer Price will be adjusted to compensate for the effects of such decisions as set out in the Offer Document (as defined below).

### **Board recommendation**

The Board has unanimously resolved that it recommends the Shareholders to accept the Offer. The Board believes the terms of the Offer are in the best interests of the Company and the Shareholders as a whole based on an assessment of various factors, including but not limited to (i) the fact that the Company's operations and revenues have been reduced to a level that is better suited for private ownership, especially considering the significant debt load of the Company, the need for future financing and the opportunities for synergies and business optimization; and (ii) the offer price compared to the range and uncertainty of future outcomes for the business, as well as the premium over recent trading levels. In making its recommendation, the Board has received a fairness opinion from Arctic Securities AS, as an independent third party, concluding that the Offer is fair from a financial point of view.

### **Background and rationale for the Offer**

Based on the current financial situation, it is the Offeror's view that in order to safeguard the future of the Company and retain remaining Shareholder values, the best viable path for the Company is to be taken into private ownership through a delisting from the Oslo Stock Exchange. In order to provide the other Shareholders with an opportunity to exit their investment, the Offer will allow the Shareholders to tender their shares at a premium to recent trading prices.

The main objective for transaction is to seek the continuation of the Company's business operations. The Offeror and the Hanwha group will strive to develop the business, and at the same time combine and integrate the business into the Hanwha group's existing business structure. As part of the discussions regarding the Offer, the Hanwha group has confirmed its intention to financially support the Company's operations, which may include an extension of existing shareholder loans or a new bridge loan.

### **Offer document**

The complete details of the Offer, including all terms and conditions, will be included in an offer document (the "**Offer Document**") to be sent to all eligible Shareholders following review and approval by the Norwegian Takeover Authority pursuant to Chapter 6 of the Norwegian Securities Trading Act. The Offer Document is expected to be approved during the week commencing on 19 May 2025. The Offer may only be accepted on the basis of the Offer Document.

The Offeror's obligation to launch the Offer is subject to the following conditions, which are for the sole benefit of the Offeror and may be waived, in whole or in part, by the Offeror:

- (i) The Pre-Acceptances remain valid and in full force;
- (ii) No breach of the Transaction Agreement; and
- (iii) That the conditions for completion of the Offer (the "**Closing Conditions**") shall not have been made impossible to satisfy and the Closing Conditions (ii) to (viii) below shall remain fulfilled at all times.

The Offer will be financed by liquidity resources available to the Offeror. The Offer is not subject to any conditions as to financing or due diligence.

As will be further detailed and specified in the Offer Document, completion of the Offer will be subject to fulfilment or waiver by the Offeror (in its sole discretion), in whole or in part, of the following conditions:

- (i) shareholders of the Company representing (when taken together with any shares acquired or agreed to be acquired by the Offeror) more than 90% of the issued and outstanding share capital and voting rights of Company on a fully diluted basis (as defined in the Offer Document) having validly accepted the Offer;
- (ii) the Board shall not have amended or withdrawn its recommendation of the Offer;
- (iii) no Material Adverse Change (as defined in the Offer Document) shall have occurred between the date of the Transaction Agreement and until settlement of the Offer;
- (iv) no court or governmental or regulatory authority of any competent jurisdiction shall have taken

any form of legal action that will restrain or prohibit the consummation of the Offer;

(v) the Company shall not make, or propose to make, any changes to the share capital of the Company, issue any rights which entitle the holder to acquire or subscribe Shares, or resolve any distributions to its shareholders;

(vi) the Company shall conduct its business in the ordinary course of business in all material respects;

(vii) no material breach by the Company of the Transaction Agreement shall have occurred, and that the Company has not terminated the Transaction Agreement; and

(viii) neither the Company nor its subsidiaries shall have taken any action or steps for the winding up or termination of the business of the Company or its subsidiaries

If as a result of the Offer, the Offeror acquires and holds more than 90% of all Shares representing more than 90% of the voting rights in the Company, the Offeror will have the right and intends to carry out a compulsory acquisition of the remaining Shares. Also, if, as a result of the Offer or otherwise, the Offeror holds a sufficient majority of the Shares, the Offeror intends to propose that the general meeting of the Company passes a resolution to apply to de-list the Shares from the Oslo Stock Exchange.

The recommendation from the Board of the Company will be included in the Offer Document. The recommendation from the board of directors of the Company is expected to not be a formal statement made pursuant to sections 6-16 and 6-19 of the Norwegian Securities Trading Act. The Company will, if necessary and in consultation with the Norwegian Financial Supervisory Authority (acting as takeover authority), engage an independent third party to give such a statement on its behalf.

The initial offer period in the Offer will commence following publication of the Offer Document and is expected to last for 20 business days (the **'Offer Period'**), subject to any extensions by the Offeror (one or more times and at its sole discretion) up to a maximum offer period of up to 10 weeks.

The Company and the Offeror have entered into a transaction agreement (the **'Transaction Agreement'**) regarding the Offer, and the Offer will be subject to continued compliance with the terms of the Transaction Agreement.

The Offer will not be made in any jurisdiction in which the making of the Offer would not be in compliance with the laws of such jurisdiction. The Offer may not be accepted by Shareholders who cannot legally accept the Offer.

The Company would like to provide the following preliminary estimates and figures for Q1 2025: Q1 2025 EBITDA loss of approximately USD 4.6 million and Q1 2025 revenue of approximately USD 21.4 million. The cash balance on 31 March 2025, was USD 16.8 million.

Advisers

DNB Markets, a part of DNB Bank ASA is acting as financial advisor and receiving agent and Advokatfirmaet Wiersholm AS is acting as legal advisor to the Offeror. Arctic Securities AS is acting as financial advisor and Advokatfirmaet Schjødt AS is acting as legal advisor to the Company.

Important Notice:

The Offer and the distribution of this announcement and other information in connection with the Offer may be restricted by law in certain jurisdictions. When published, the Offer Document and related acceptance forms will not and may not be distributed, forwarded or transmitted into or within any jurisdiction where prohibited by applicable law, including, without limitation, Canada, Australia, South Korea, New Zealand, South Africa, Hong Kong and Japan. The Offeror does not assume any responsibility in the event there is a violation by any person of such restrictions. Persons in the United States should review "Notice to U.S. Holders" below. Persons into whose possession this announcement or such other information should come are required to inform themselves about and to observe any such restrictions.

This announcement is for information purposes only and is not a tender offer document and, as such, is not intended to and does not constitute or form any part of an offer or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise. Investors may accept the Offer only on the basis of the information provided in the Offer Document. Offers will not be made directly or indirectly in any jurisdiction where either an offer or participation therein is prohibited by applicable law or where any tender offer document or registration or other requirements would apply in addition to those undertaken in Norway.

Shareholders of the Company must rely upon their own examination of the Offer Document. Each Shareholder should study the Offer Document carefully in order to be able to make an informed and balanced assessment of the Offer and the information that is discussed and described therein. Shareholders should not construe the contents of this announcement as legal, tax or accounting advice, or as information necessarily applicable to each shareholder. Each Shareholder should seek independent advice from its own financial and legal advisors prior to making a decision to accept the Offer.

No profit forecasts or estimates

No statement in this announcement is intended as a profit forecast or profit estimate and no statement in this announcement should be interpreted to mean that earnings or earnings per Share for the current or future financial years would necessarily match or exceed the historical published earnings or earning per Share.

Forward-looking statements

This announcement, oral statements made regarding the Offer, and other information published by the Offeror and/or the Company may contain statements which are, or may be deemed to be, "forward looking statements". Such forward looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and on numerous assumptions regarding the business strategies and the environment in which the group will operate in the

future and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. The forward-looking statements contained in this announcement relate to the group's future prospects, developments and business strategies, the expected timing and scope of the Offer and other statements other than historical facts. In some cases, these forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "will look to", "would look to", "plans", "prepares", "anticipates", "expects", "is expected to", "is subject to", "budget", "scheduled", "forecasts", "synergy", "strategy", "goal", "cost-saving", "projects" "intends", "may", "will" or "should" or their negatives or other variations or comparable terminology. Forward-looking statements may include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses, contract renewals and future prospects; (ii) business and management strategies and the expansion and growth of the Company's operations; and (iii) the effects of global economic and political conditions and governmental regulation on the Company's business. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. These events and circumstances include changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or disposals. If any one or more of these risks or uncertainties materialises or if any one or more of the assumptions prove incorrect, actual results may differ materially from those expected, estimated or projected. Such forward looking statements should therefore be construed in the light of such factors. Neither the Company nor the Offeror nor any member of their respective groups, nor any of their respective members, associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this announcement will actually occur. Given these risks and uncertainties, potential investors should not place any reliance on forward looking statements.

The forward-looking statements speak only at the date of this document. All subsequent oral or written forward-looking statements attributable to any member of the Company group, the Offeror or any member of their respective group, or any of their respective members, associates, directors, officers, employees or advisers, are expressly qualified in their entirety by the cautionary statement above.

The Company, the Offeror and each member of their respective groups expressly disclaim any obligation to update such statements other than as required by law or by the rules of any competent regulatory authority, whether as a result of new information, future events or otherwise.

#### Notice to U.S. Holders

U.S. Holders (as defined below) are advised that the Shares are not listed on a U.S. securities exchange and that the Company is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") thereunder. The Offer will be made to holders of Shares resident in the United States ("U.S. Holders") on the same terms and conditions as those made to all other holders of Shares of the Company to whom an offer is made. Any information documents, including the Offer Document,

will be disseminated to U.S. Holders on a basis comparable to the method that such documents are provided to the Company's other Shareholders to whom an offer is made. The Offer will be made by the Offeror and no one else.

The Offer is made to U.S. Holders pursuant to Section 14(e) and Regulation 14E under the U.S. Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of Norwegian law. Accordingly, the Offer is subject to disclosure and other procedural requirements timetable, settlement procedures and timing of payments, that are different from those that would be applicable under U.S. domestic tender offer procedures and law.

Pursuant to an exemption from Rule 14e-5 under the U.S. Exchange Act, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase, Shares or any securities that are convertible into, exchangeable for or exercisable for such Shares outside the United States during the period in which the Offer remains open for acceptance, so long as those acquisitions or arrangements comply with applicable Norwegian law and practice and the provisions of such exemption. To the extent information about such purchases or arrangements to purchase is made public in Norway, such information will be disclosed by means of an English language press release via an electronically operated information distribution system in the United States or other means reasonably calculated to inform U.S. Holders of such information. In addition, the financial advisors to the Offeror may also engage in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities.

Neither the SEC nor any securities supervisory authority of any state or other jurisdiction in the United States has approved or disapproved the Offer or reviewed it for its fairness, nor have the contents of the Offer Document or any other documentation relating to the Offer been reviewed for accuracy, completeness or fairness by the SEC or any securities supervisory authority in the United States. Any representation to the contrary is a criminal offence in the United States.

## **Contacts**

---

Kurt Levens  
CEO, REC Silicon  
[kurt.levens@recsilicon.com](mailto:kurt.levens@recsilicon.com)

Nils O. Kjerstad  
IR Contact  
Phone: +47 9135 6659  
Email: [nils.kjerstad@recsilicon.com](mailto:nils.kjerstad@recsilicon.com)

## About REC Silicon

---

REC Silicon is a leading producer of advanced silicon materials, delivering high-purity silicon gases to the solar and electronics industries worldwide. We combine over 40 years of experience and proprietary technology with the needs of our customers. Listed on the Oslo Stock Exchange (ticker: RECSI), the Company is headquartered in Lysaker, Norway.

For more information, go to: [www.recsilicon.com](http://www.recsilicon.com)

*This information is subject to disclosure under the Norwegian Securities Trading Act, §5-12. The information was submitted for publication at 2025-04-24 20:04 CEST.*

## Attachments

---

[REC Silicon - RECOMMENDED VOLUNTARY CASH OFFER TO ACQUIRE ALL SHARES IN REC SILICON](#)