

# Shareholder brochure

Information on the planned merger between Burkhalter Holding AG and poenina holding ag



Dear Shareholder,

Burkhalter Holding AG (**Burkhalter**) and poenina holding ag (**Poenina**) entered into merger negotiations in January 2022. Following an in-depth review, we are convinced that a merger will create added value for both companies as well as for their shareholders.

Why is this the right time to merge Burkhalter and Poenina? The federal energy strategy envisages a de facto halving of the energy requirements of the existing building stock in Switzerland by 2050. This goal can be achieved, among other things, by using modern, interdisciplinary building technology, with a focus on heating, optimising the energy efficiency of existing buildings and implementing cutting-edge building automation. As a result, demand for integrated complete solutions in this area will increase over the next few years. The merger of Burkhalter and Poenina strengthens the position of both companies in the market as they will be able to offer such comprehensive solutions from a single source in future. With 49 largely autonomously managed Group companies at over 100 locations, Burkhalter is the largest provider of electrical engineering services to the construction sector in Switzerland. In recent years, Poenina has become one of the leading suppliers in the fields of plumbing, heating, cooling, ventilation and air-conditioning technology as well as roofing and sheet metalwork in Switzerland and the Principality of Liechtenstein. As an umbrella organisation of 29 Group companies with local roots and largely autonomous management, Poenina is organised in a similar way to Burkhalter. The two companies are therefore a perfect match in terms of culture and strategy.

For these reasons, the Boards of Directors (BoD) of Poenina and Burkhalter will propose to you at the Annual General Meetings on 30 and 31 May 2022 that the two companies should merge by means of a merger by absorption. In connection with the planned merger, the BoD of Burkhalter is requesting an ordinary capital increase of CHF 169,098.64 – from CHF 239,925.96 to CHF 409,024.60 – through the issue of 4,227,466 new registered shares.

In order to be optimally positioned for the future, the Board of Directors is also proposing Diego Brüesch for election to the BoD of Burkhalter.

This shareholder brochure is intended to provide you with an overview of the most important aspects of the merger. We would like to thank you for the trust you have placed in us and for your support in reaching another milestone in our company's history.



Gaudenz F. Domenig  
Chairman of the BoD  
Burkhalter Holding AG



Marco Syfrig  
Chairman of the BoD  
poenina holding ag



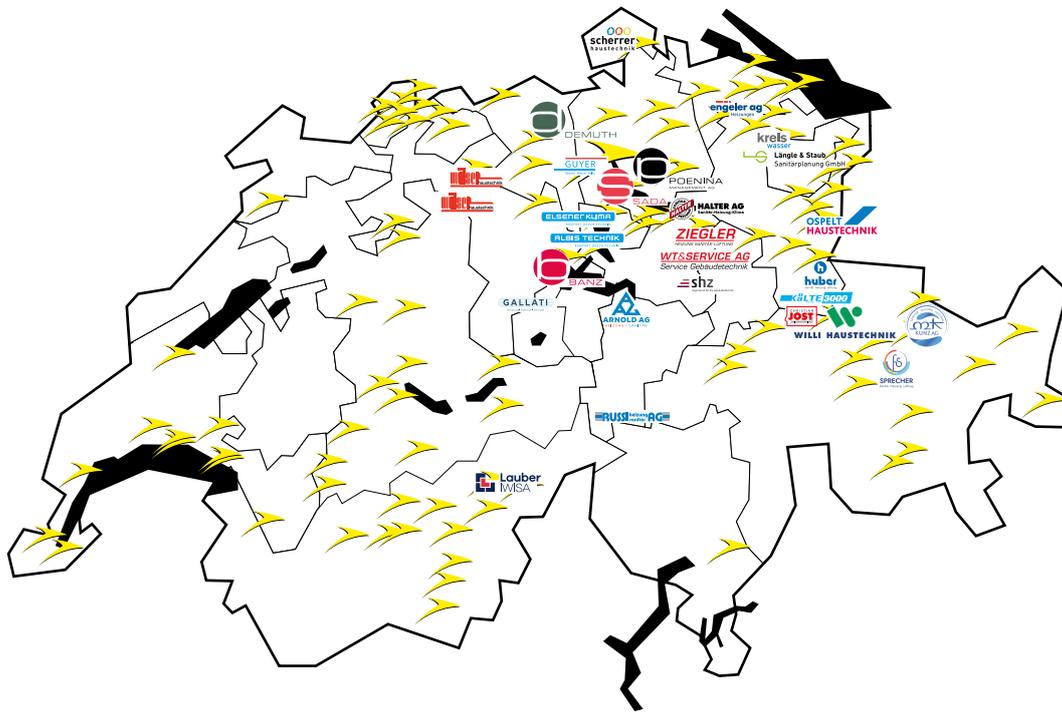
Zeno Böhm  
CEO  
Burkhalter Holding AG



Christoph Arnold  
CEO  
poenina holding ag

## Strategic background and advantages of a merger

The Federal Government's Energy Strategy 2050 aims to reduce current per capita energy consumption by around a half. More than 40% of current energy requirements are associated with buildings.<sup>1</sup> Improving the energy efficiency of buildings through modern, interdisciplinary building technology can therefore make a significant contribution to reducing energy consumption. With the merger of Burkhalter and Poenina, the existing growth strategies of both companies will be systematically pursued, and a powerful provider of integrated all-in-one solutions in the building technology sector will emerge with around 4,600 employees and 80 or so companies at around 150 locations. This will further strengthen the branch network of the combined group in German-speaking Switzerland and bring it closer to customers.



The merger paves the way for future-oriented building technology from a single source, which will be designed and installed on an interdisciplinary basis. The ongoing high level of construction activity, the existing need for refurbishment of buildings and an increasing demand for energy-efficient building shells are leading to further growth potential for the merged company.

Burkhalter and Poenina are ideal partners for a successful future. The core competencies of both companies are complementary, as Poenina is active in the main business areas of plumbing, heating, cooling, ventilation and air-conditioning technology as well as in roofing and sheet metalwork, while Burkhalter covers the full range of electrical engineering services. Poenina and Burkhalter have pursued an acquisition-based growth strategy in recent years. Both companies have always remained close to customers and retained the local roots of their Group companies. Both companies know each other well and the management bodies share common values and management principles.

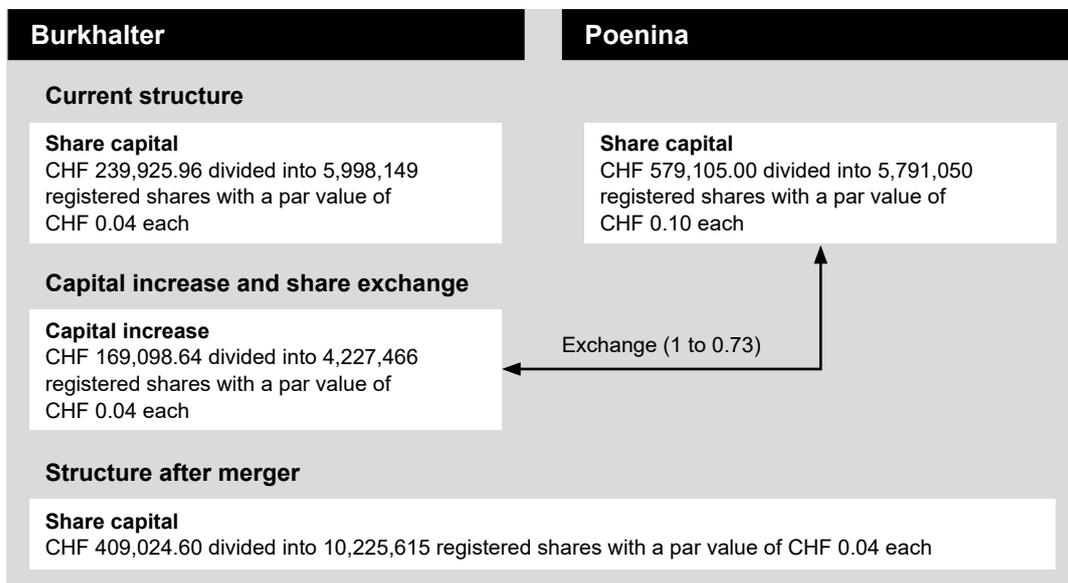
<sup>1</sup> Swiss Federal Office of Energy, online

## Description of the transaction

Burkhalter and Poenina signed a merger agreement on 30 March 2022. The Boards of Directors of Poenina and Burkhalter will ask their Annual General Meetings on 30 and 31 May 2022 to approve the merger agreement and the merger of Burkhalter and Poenina by means of a merger by absorption.

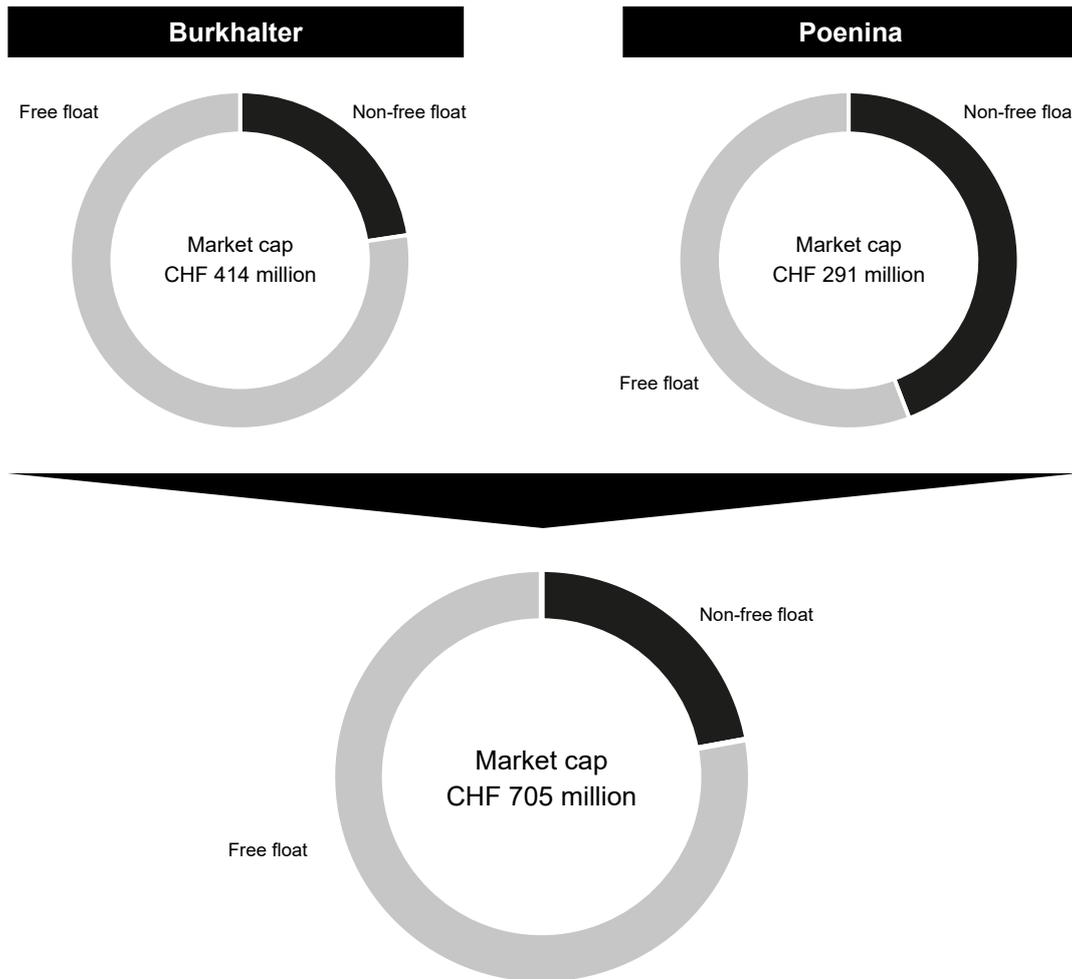
The merger would take place in three stages:

1. Increase in share capital from CHF 239,925.96 to CHF 409,024.60 through the issue of 4,227,466 new registered shares of Burkhalter, to be paid in full. The capital increase disregards the subscription rights of Burkhalter's existing shareholders and is paid for from the surplus assets resulting from the transfer of all assets and liabilities (outside capital) from Poenina to Burkhalter.
2. The newly issued registered shares of Burkhalter are exchanged for the existing shares of Poenina at a rate of 1 to 0.73. The appropriateness of the exchange rate was confirmed by an independent fairness opinion from IFBC AG, Zurich.
3. Poenina becomes part of Burkhalter and the shares of Poenina are delisted from the SIX Swiss Exchange.



## Effects of merger by absorption

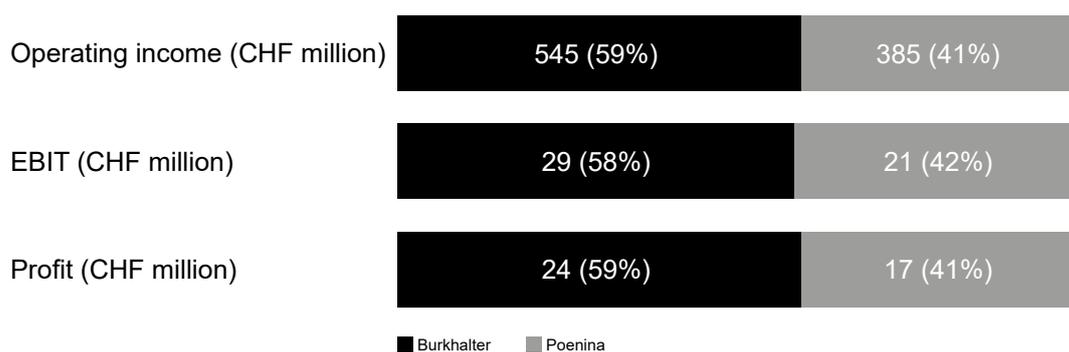
The merger will add existing Poenina shareholders to Burkhalter's existing shareholder base. Following the merger, existing Burkhalter shareholders will hold 58.66% of the merged company and the former Poenina shareholders will make up 41.34% of the shareholder base.



Prior to the merger, Burkhalter has a free float of 77.4% (or CHF 320 million), while Poenina's is 55.8% (or CHF 162 million).<sup>2</sup> As a result of the transaction, both market capitalisation and the free float will increase. Due to the higher free float, the market liquidity of Burkhalter shares is likely to increase further, which will result in improved tradability of the shares.

In the past financial year, Burkhalter and Poenina together generated operating income of around CHF 930 million on a pro forma basis, EBIT of around CHF 50 million and a profit of around CHF 41 million. The market capitalisation of the combined company is likely to increase to around CHF 705 million on the basis of the prices on 30 March 2022. The breakdown of the pro forma financial information and the relative proportions are shown in the following chart.

<sup>2</sup> Free float defined as the total of all investments below 5%. Market data based on the closing prices of Burkhalter and Poenina on 30 March 2022 of CHF 69.00 and CHF 50.20 respectively.



The merger is intended to realise synergies and unlock further growth potential. In view of the complementary business areas and the continued growth strategy, all employees of both companies will be taken on and Burkhalter intends to create more jobs in future.

#### Indicative timetable for the merger by absorption

The most important steps along the road to the merger between Burkhalter and Poenina:

<b>19 January</b>	Media release announcing merger review
<b>30 March</b>	Completion of merger review Signing of merger agreement
<b>31 March</b>	Burkhalter / Poenina financial results media conference
<b>30/31 May</b>	Annual General Meetings of Poenina and Burkhalter – Approval of merger and merger agreement – Resolution on capital increase (Burkhalter)
<b>2 June</b>	Ex-dividend date for Burkhalter and Poenina
<b>7 June</b>	Dividend payment for Burkhalter and Poenina
<b>29 June</b>	Last trading day for Poenina on SIX
<b>29 June</b>	Entry of Burkhalter's capital increase in the commercial register (merger with retroactive economic effect from 1 January 2022)
<b>30 June</b>	First trading day for the new registered shares on the SIX Swiss Exchange (following completion of the merger)  Publication of prospectus

## **Other things I need to know as a shareholder**

*Have discussions been held with the existing major shareholders and how do they assess the proposed merger?*

To the extent legally permissible, both companies have held constructive discussions with their major shareholders. The existing major shareholders of Burkhalter will continue to play a key role as significant shareholders of the merged company after the merger. Ingro Finanz AG, as well as Gaudenz and Thomas Domenig, will continue to be among the largest shareholders of the merged company. There is also Jean Claude Bregy, who is currently a major shareholder of Poenina. In addition to the aforementioned shareholders, Burkhalter will have other major, significant shareholders, each accounting for more than 3% of the shares.

*To what extent will the merger with Poenina impact Burkhalter's dividend policy?*

Both Burkhalter and Poenina have pursued an attractive dividend policy in the past. The aim of the Board of Directors is to continue to make generous distributions to shareholders in future.

*How will the merger change the strategy adopted and what advantages will the merger offer for shareholders?*

The planned merger between Burkhalter and Poenina will not change the existing growth strategy. As a result of the merger, customers will benefit in future from complete solutions for building technology and building automation from a single source. This will greatly facilitate the planning and implementation of construction projects for property developers. The result is a powerful provider in the building technology sector, represented at around 150 locations with some 4,600 employees. In addition, the merger with Poenina is likely to have a positive impact on market capitalisation and increase the free float, which should further increase the attractiveness of the share and increase market liquidity.

*Why is the merger taking place right now?*

Numerous buildings across Switzerland's building stock are about to be refurbished and renovated. In addition, we expect new construction activity to remain high over the next few years. We want to meet the resulting increase in demand for products and services in the building technology sector with integrated all-round solutions. Burkhalter and Poenina are convinced that such an offer will make it much easier for property developers to plan and implement their projects and that a merger will ensure competitive advantages over competitors.

*Will Poenina continue to exist after the merger and what will happen to its Group companies?*

The Boards of Directors of Burkhalter and Poenina signed a merger agreement on 30 March 2022. Approval by the Annual General Meetings of both companies is required in order to complete the merger. On the basis of the approved merger agreement and the statutory provisions, Burkhalter will acquire all the assets and liabilities (outside capital) of Poenina by way of a merger by absorption within the meaning of Art. 3 (1) (a) et seq. of the Swiss Federal Act on Mergers, Demergers, Transformations and Transfers of Assets and Liabilities (MergA). As part of the merger by absorption, Poenina will be merged with Burkhalter and will cease to exist upon completion of the merger or upon entry of the merger in the commercial register. Following the merger, the locally based Group companies of Poenina will be retained as subsidiaries of Burkhalter.

*What changes can be expected on Burkhalter's Board of Directors and Management Board?*

Provided the Annual General Meetings of Burkhalter and Poenina approves the merger, the election of Diego Brüesch to the Board of Directors will be proposed to the Annual General Meeting of Burkhalter. Christoph Arnold, the current CEO of Poenina, will also become a member of the Management Board of the Burkhalter Group as CEO for HVAC.

*Can existing Burkhalter shareholders participate in the capital increase and subscribe to new shares?*

As the new registered shares will be used exclusively for the exchange of Poenina shares, the capital increase disregards the subscription rights of existing Burkhalter shareholders. This means that existing shareholders of Burkhalter will not be able to subscribe to any new registered shares as part of the capital increase.

*As a shareholder of Burkhalter or Poenina, what else do I need to consider and what will change for me?*

The number of outstanding shares and the market capitalisation of Burkhalter will increase through the planned merger with Poenina and the associated capital increase. As an existing shareholder of Burkhalter, you will hold the same number of shares after the transaction as before, but you will hold a stake in a larger company. As an existing shareholder of Poenina, your Poenina shares will be exchanged for Burkhalter shares at a rate of 1 to 0.73.

*I'm registered in Poenina's share register today. What do I have to do in this regard as a result of the merger?*

You do not need to do anything. In conjunction with the exchange, you will be automatically removed from the share register of Poenina. You can contact your bank to register the Burkhalter shares, newly received as part of the exchange, in the share register at Burkhalter.

*I am a shareholder of both companies. What do I need to be aware of?*

In the course of the merger, Poenina shares will be exchanged for newly created Burkhalter shares at an exchange rate of 1 to 0.73. This means that Poenina shareholders receive 0.73 new Burkhalter shares per Poenina share. Once the merger has been accepted, this exchange will take place automatically in the securities custody account and you do not need to do anything else. The exchange is scheduled to take place on 30 June 2022.

In the case of Poenina shareholders whose holding does not equate to a whole number of Burkhalter shares based on the exchange rate, Burkhalter will acquire the corresponding fractions of Burkhalter shares for a cash payment equal to the value of the corresponding fraction, valued at the volume-weighted average price of Burkhalter shares from 22 to 28 June 2022 (peak adjustment).

## **Disclaimer**

This shareholder information contains forward-looking statements such as projections, forecasts and estimates. These forward-looking statements are subject to certain risks and uncertainties that could mean that actual results, performance or events differ significantly from those anticipated in this shareholder information. Readers should therefore not take these forward-looking statements as a given. The forward-looking statements contained in this shareholder information are based on the current views and assumptions of Burkhalter and Poenina. Burkhalter and Poenina are under no obligation to update or supplement this shareholder information. This shareholder information is provided for information purposes. It does not constitute a recommendation or offer, nor does it constitute a solicitation to buy shares or an advertisement to buy shares of Burkhalter and/or Poenina in any jurisdiction. It is not classed as a prospectus in the sense of Art. 35 et seq. of the Federal Act on Financial Services (FinSA). This shareholder information is available in printed form and can be downloaded as a PDF from the Burkhalter and Poenina websites. The printed version is binding.

## **Contact**

### **Burkhalter Holding AG**

Investor Relations

Elisabeth Dorigatti

Hohlstrasse 475

8048 Zurich

T +41 44 439 36 33

[e.dorigatti@burkhalter.ch](mailto:e.dorigatti@burkhalter.ch)

[www.burkhalter.ch](http://www.burkhalter.ch)

### **poenina holding ag**

Investor Relations

Marlene Caduff

Vega-Strasse 3

8152 Glattpark (Opfikon)

T +41 58 733 90 30

[investoren@poenina.ch](mailto:investoren@poenina.ch)

[www.poenina.ch](http://www.poenina.ch)

## **Publishing details**

### **Publication date**

April 2022

### **Publisher, editorial and layout**

Burkhalter Holding AG and poenina holding ag

### **Printing**

BEORDA Direktwerbung AG, Triengen

© Burkhalter Holding AG and poenina Holding ag 2022