



Press release

AD HOC ANNOUNCEMENT
pursuant to Article 53 of the Listing Rules

Aigle, 7th March 2025

Sale of the controlling interest indirectly held by Cimolai S.p.A. in Zwahlen & Mayr S.A. in execution of the approved composition with creditors – execution of the sale and purchase agreement

Zwahlen & Mayr S.A. (“**ZM**”), pursuant to Article 53 of the Listing Rules, announces the following.

Cimolai S.p.A. (“**Cimolai**”), a company incorporated under Italian law with registered office in Rome, viale Pasteur no. 49, holds 100% of the share capital of Sitindustrie Suisse S.A., a company incorporated under Swiss law with registered office in Villars-sur-Glâne (“**Sitindustrie**”) which, in turn, holds an 81.47% stake in the share capital of ZM (the “**Shareholding**”).

Reference is made to our ad hoc announcement of 1 December 2024, in which we announced that Cimolai intends to divest the Shareholding in the framework of a composition with creditors entailing the continuation of its core business activity pursuant to Art. 84 and following of the Italian Insolvency Code, whose relevant plan and proposal has been approved by the Court of Trieste by means of a decision dated 11th September 2024 and that Cimolai has entered into a non-binding letter of intent concerning the potential acquisition of the Shareholding with a potential buyer, Groupe Bader S.A. (“**GBSA**”), a joint stock company incorporated under Swiss law.

On 7th March 2025 — Cimolai entered into a sale and purchase agreement concerning the Shareholding (the “**SPA**”) with GBSA. The closing of the transaction – which is subject to certain conditions – is expected to occur indicatively by mid-April 2025.

Based in Le Mont-Sur-Lausanne, the family-owned Groupe Bader specializes in recycling, material recovery, and transportation activities. It employs more than 200 people, operates 4 companies across nine sites, and generates an annual turnover of approximately CHF 100 million, which is largely reinvested in the development of its activities, the acquisition of real estate, and cutting-edge machinery.

Committed to sustainable and responsible development, Groupe Bader is dedicated to strengthening the local circular economy and promoting innovation in its recycling and material recovery processes. Through its investments in advanced technologies and eco-friendly practices, the Group aims to become a key player in recycling in French-speaking Switzerland.

Groupe Bader is also active in real estate, primarily in renovation and construction. It is committed to working with local partners to ensure high-quality standards while maintaining full control over its value chain. In pursuit of this goal, the Group obtained ISO 9001, 14001, and 45001 certifications in 2022.

By means of a no-action letter dated 3rd April 2024 the Swiss Takeover Board confirmed that, since the sale of the Shareholding will be carried out on the basis of a composition with creditors, the purchaser of the Shareholding will not be subject to the duty to launch an offer over the remaining shares of ZM according to art. 135 para. 1 Financial Market Infrastructure Act (FMIA), due to the application of art. 136 para. 2 FMIA.

Renseignements: service contact investisseurs au n° de téléphone +41 24 468 46 46 ou à notre adresse courriel : info@zwahlen.ch.

Symbole de valeur :	ZWM
ISIN :	CH0002661731