



Press release

AD HOC ANNOUNCEMENT
pursuant to Article 53 of the Listing Rules

Aigle, 9th April 2025

**Successful closing of sale of the controlling interest indirectly held by Cimolai S.p.A. in
Zwahlen et Mayr S.A. and resignation of all members of the board of directors**

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

Reference is made to our ad hoc announcement of 7th March 2025 announcing the signing of a share purchase agreement between Cimolai S.p.A. ("**Cimolai**"), a company incorporated under Italian law with registered office in Rome, viale Pasteur no. 49, holding 100% of the share capital of SITINDUSTRIE Suisse SA, 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**") with Groupe Bader SA ("**GBSA**"), a joint stock company incorporated under Swiss law with registered office in Le Mont-sur-Lausanne concerning the indirect sale of the Shareholding (the "**Transaction**"). The completion of the Transaction was subject to certain conditions, which now have been met.

On 9th April 2025, Cimolai and GBSA successfully closed and completed the Transaction. GBSA is now the shareholder of Sitindustrie and the indirect shareholder of the Shareholding.

Further and in the course of the closing of the Transaction, the current members of the board of directors Mr. Yves Bosson, Mr. Christian Charpin and Mr. Francesco Punzo (the "**Resigning Board Members**") have resigned from the board of directors of ZM as per the date on which the new members of the board of directors are appointed. The board of directors of ZM plans to convene an extraordinary shareholders' meeting within 30 business days as of the date hereof to resolve on (i) the acknowledgement of the resignation of the Resigning Board Members; (ii) the discharge of the Resigning Board Members and (iii) the appointment of the new members of the board of directors of ZM. An invitation to this extraordinary shareholders' meeting will be published in due course.

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