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EANS-News: Semperit AG Holding / Semperit and Sri Trang sign an agreement on the demerger of the joint venture Siam Sempermed

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Joint Ventures/Cooperation/Collaboration

- * Semperit will take over the joint Sempermed distribution company in the USA as well as production companies of the Industrial Sector in China
- * Sri Trang will take over the joint glove production in Thailand
- * The Semperflex joint venture in Thailand will be continued
- * Semperit will receive a compensation payment amounting to USD 167.5 million (approx. EUR 157 million) before taxes
- * Together with the demerger, there will be a settlement of the arbitration proceedings and the legal disputes by mutual agreement
- * There will be negative special effects of approx. EUR 30 to 40 million in the consolidated financial statements of 2016
- * There will be positive special effects of approx. EUR 100 to 115 million at closing in 2017

After approximately 27 years of cooperation, the Austrian Semperit Group ("Semperit") and the Thai Sri Trang-Agro Industry Public Co Ltd Group ("Sri Trang") have agreed on the termination of almost all joint business activities.

A corresponding agreement has been signed today.

This agreement provides for a takeover of the joint distribution company in the USA (Sempermed USA) by Semperit. In addition, Semperit will take over the previous Sempermed joint venture companies in Singapore, China and Brazil as well as the majority interest in the Malaysian Formtech (producer of ceramic moulds for the glove production). The Sempermed brands will continue to be owned solely by Semperit.

Sri Trang will take over the glove production of Siam Sempermed Corporation Ltd (SSC) in Thailand, which has been operated jointly to date.

In the Industrial Sector, Semperit will fully take over Semperflex Shanghai with a hydraulic hose production site in China. With regard to the Semperform business activities in China, Semperit will increase its share from 90% to 100%. In Thailand, the joint venture Semperflex Asia (SAC) will be continued. Here, Semperit on the one hand and Sri Trang together with further partners on the other hand each hold an unchanged share of 50% of the production for hydraulic hoses in Hatyai/Thailand. Semperit will receive an option to take over the remaining 50% of SAC for USD 60 million (approx. EUR 57 million) from the joint venture partners.

Within the framework of the termination of the joint ventures, Semperit will receive a one-time compensation payment amounting to USD 167.5 million (approx. EUR 157 million) before taxes. Immediately prior to closing, SSC will declare a dividend equivalent to around USD 118.2 million and SAC a dividend equivalent to USD 30 million. From SSC's dividend Semperit will receive around USD 51 million (approx. EUR 48 million) before taxes in cash, the rest of Semperit's share of SSC's dividend will be set-off as part of the overall transaction.

Semperit: full focus on its own growth

Semperit CEO Thomas Fahnemann: "The present agreement is fair for both parties. After the settlement of the legal disputes, we can fully focus on the development of our own business. We will continue our growth path in both the Industrial and Medical Sectors with full power. With the cash inflow, we will continue to strengthen our capital basis and to advance our investments."

Veit Sorger, Chairman of the Semperit Supervisory Board: "Semperit would have wanted to continue the joint venture Siam Sempermed. However, due to the experiences with the joint venture during the past years, the agreement reached now is the right step for Semperit. We would like to successfully continue the reduced cooperation in the Semperflex segment."

Closing expected for March 2017

The transaction is subject to the approval of the Supervisory Board of Semperit, a corresponding resolution passed at the Extraordinary General Meeting of Sri Trang as well as closing conditions. The closing of the transaction is expected for March 2017.

In case of a successful closing, all pending arbitration and civil proceedings between the Semperit Group on the one hand and the Sri Trang Group and SSC on the other hand will be settled by mutual consent. Common break-up fees were agreed in case of failure.

From today's point of view, a successful closing of the transaction would lead to positive special effects in Semperit's Group results amounting to around EUR 100 to 115 million in the financial year of 2017. This is up against negative special effects in the Group's result of 2016 amounting to around EUR 30 to 40 million mainly due to non-cash value adjustments and deferred taxes. These adjustments will be necessary relating to the planned termination of the joint venture combined with the development in the Sempermed segment, which is weaker than expected. Due to these expected special effects, the existing dividend policy of Semperit has to be evaluated for the years 2016 and 2017.

Sempermed: strong brand and modern production

Even after the separation, Semperit remains one of the top ten players in the global market for examination and protective gloves with the Sempermed segment. Sempermed is one of the leading global glove brands and has excellent market access through its dense distribution network in Europe and North America. This access to the market will be strengthened by the full takeover of Sempermed USA.

On the production side, Semperit operates factories in Austria (surgical gloves) and Malaysia, the world's largest glove producer. Currently, the capacities in Malaysia are further increased with one of the most modern and efficient production facilities of the glove industry. At the end of 2017, the capacities will be around 10 billion units.

Sempermed will continue to focus on the core markets Europe and North America as well as selected markets in Asia (Japan and South Korea).

Note: The transaction will principally be settled in US Dollars so that the mentioned Euro amounts may still be subject to exchange rate fluctuations.

Download Photos Semperit: <https://semperitgroup.picturepark.com/Go/R6DaLoyY>

About Semperit

The publicly listed company Semperit AG Holding is an internationally-oriented group that develops, produces, and sells highly specialised rubber and plastic products in more than 100 countries for the medical and industrial sectors: examination and surgical gloves, hydraulic and industrial hoses, conveyor belts, escalator handrails, construction profiles, cable car rings, and products for railway superstructures. The headquarters of this traditional Austrian company, which was founded in 1824, are located in Vienna. The Semperit Group employs more than 7,000 people worldwide, including close to 4,100 in Asia and more than 800 in Austria (Vienna and production site in Wimpassing, Lower Austria). The group has 22 manufacturing facilities worldwide and numerous sales offices in Europe, Asia, America and Australia. In 2015, the group generated sales of EUR 915 million and EBITDA of EUR 96 million.

Further inquiry note:

Martina Büchele

Group Communications Manager

Tel.: +43 676 8715 8621

martina.buechele@semperitgroup.com

www.semperitgroup.com

Stefan Marin
Head of Investor Relations
Tel.: +43 676 8715 8210
stefan.marin@semperitgroup.com

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company: Semperit AG Holding
 Modecenterstrasse 22
 A-1030 Wien
phone: +43 1 79 777-210
FAX: +43 1 79 777-602
WWW: www.semperitgroup.com
sector: Synthetics & Plastics
ISIN: AT0000785555
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