Notice of the Opening of a Mandatory Public Purchase Offer for the Shares of SOTUVER, Initiated by “B.A. GLASS B.V.”

It is brought to the attention of Brokerage Firms that the Financial Market Council (CMF) published, in its bulletin dated July 31, 2026, the notice of the opening of a Mandatory Public Purchase Offer for the shares of “SOTUVER”, initiated by B.A GLASS B.V.

This notice provides the technical details for the centralization of sell orders with the Tunis Stock Exchange (TUNIS STOCK EXCHANGE).

I. Identity of the Offeror:

The company “B.A GLASS B.V.” (a limited liability company under Dutch law) is the offeror of the mandatory Public Purchase offer.

II- Brokerage Firms in charge of the transaction:

- ✓ MAC SA, in its capacity as a brokerage firm, located at Green Center—Block C, 2nd Floor, Rue du Lac Constance—1053 Les Berges du Lac—, is the firm presenting the mandatory Public Purchase offer and responsible for carrying out the transaction.
- ✓ Tunisie Valeurs, in its capacity as a brokerage firm, located at the Integra Building, Centre Urbain Nord –1082 Tunis Mahrajène–, is the firm responsible for carrying out the transaction.

III- Number of shares held by the offeror:

-The company “B.A GLASS B.V.” directly holds **16 205 315** shares, representing **41.28%** of the share capital of “SOTUVER”.

- The company “B.A GLASS B.V.” indirectly holds one SOTUVER share (held by Mr. Tiago Miranda Moreira da Silva in his capacity as Chairman of the company’s Board of Directors).

-The company “B.A GLASS B.V.” has declared that it acts in concert with the BAYAHI Group, which holds **16 205 315** shares representing **41.28%** of the capital of the -SOTUVER-.

IV. Number of Shares Covered by the Offer:

Through this mandatory Public Purchase offer, “B.A GLASS B.V.” seeks to acquire the remaining shares comprising the share capital of “SOTUVER” that it does not already hold, namely **6 843 844** shares representing **17.43%** of the company’s share capital. “B.A GLASS B.V.” undertakes, during the validity period of the Public Purchase offer, to acquire all securities tendered in response to this offer, up to the limit of the securities covered by the offer.

It should be noted that the individual and corporate shareholders belonging to the BAYAHI Group, who hold **16 205 315** shares (representing **41.28%** of the company's voting rights), have individually and in writing expressed their decision not to sell their shares in connection with the offer in question.

V. Offer Price:

The offer price is set at **13.390 dinars** per share, excluding brokerage fees and stock exchange transaction commissions.

This price was determined in accordance with the provisions of Article 163 bis of the GENERAL RULES OF THE TUNIS STOCK EXCHANGE, namely the higher of:

- The volume-weighted average stock price over the ninety (90) trading days preceding the triggering event for the mandatory public purchase offer;

- The highest price paid for the same securities by the person subject to the obligation to make a mandatory public purchase offer, or by persons acting in concert with that person, during the ninety (90) trading days preceding the triggering event for the mandatory public purchase offer;

- The price of the securities conferring control and giving rise to the mandatory public purchase offer.

VI. Purpose of the Offer:

This Public Purchase offer is being initiated by the company "B.A GLASS B.V." in response to Decision No. 12 of the Financial Market Council (CMF) dated April 2, 2026:

- Authorizing the company to acquire a block of securities granting it a voting interest exceeding the 40% threshold in the capital of -SOTUVER-. The transaction in question was completed on April 16, 2026, and involved the acquisition by "B.A GLASS B.V." of **16 204 636** SOTUVER shares, representing **41.280990%** of that company's capital.
- This subjects "B.A GLASS B.V." to a mandatory Public Purchase offer for the remaining shares of -SOTUVER- that it does not already hold.

VII- The Offeror's Intentions for the Next Twelve Months in the Following Areas:

1- Industrial Policy:

"B.A GLASS B.V." does not intend to make any significant changes to SOTUVER's industrial policy.

2- Financial policy:

"B.A GLASS B.V." does not intend to make any significant changes to SOTUVER's financial policy.

3- Social policy:

"B.A GLASS B.V." does not intend to make any significant changes to SOTUVER's social policy.

4- Intentions Regarding the Stock Market:

The acquirer does not intend to launch a public withdrawal offer. If, following the mandatory public purchase offer, "B.A GLASS B.V." were to hold, directly or indirectly or in concert, at least 95% of the voting rights of SOTUVER, it undertakes to re-offer to the public the number of shares necessary to establish a market (at least 10% of the capital) in order to maintain the listing of the target company's securities.

VIII. Agreements between the Offeror and the Target Company:

No agreement has been entered into between the two parties.

IX. Agreements Between the Offeror and the BAYAHI Group:

A share purchase agreement was signed on December 16, 2025, between "B.A GLASS B.V." and the BAYAHI Group. The parties agreed to the sale of a block of 16,204,636 shares, each with a par value of one (1) dinar, representing 41.28% of the capital of the "SOTUVER." This transaction aims to maintain an equal stake between "B.A GLASS B.V." and the BAYAHI Group in SOTUVER's share capital, in line with the parties' commitment to joint management and co-control of the company.

In accordance with the provisions of the shareholders' agreement and the letter of intent, parity is provided for in the distribution of the share capital, though it does not apply to the composition of the Board of Directors.

X- Offer Opening and Closing Dates:

This mandatory public purchase offer is valid for a period of **15 trading days**, from **August 5, 2026, through August 26, 2026, inclusive**.

XI. Timeline and Procedures for the Tender Offer:

1- Submission of Orders:

Shareholders interested in this offer may, if they wish, submit their sell orders to their authorized brokerage firms until the offer's closing date, **August 26, 2026.** These orders may be revoked at any time until the offer's closing date.

2- Centralization of Orders with the TUNIS STOCK EXCHANGE:

Brokerage firms prepare statements of sell orders in response to the mentioned mandatory purchase public offer, indicating for each order the order number, the full identity of each order placer, the quantity offered by the seller, as well as the total number of order placers and the total number of securities offered per broker.

The full identity of the order placer includes:

- For Tunisian natural persons of legal age: last name, first name, and national ID number;

- For Tunisian natural persons who are minors: last name, first name, date of birth, and the national ID number of the father or legal guardian;

- For Tunisian legal entities: the full corporate name and unique identifier (RNE);

- For foreign nationals: last name, first name, or business name, as well as the type and references of the documents presented.

These statements must be signed by an authorized representative, bear the stamp of the brokerage firm, and be **accompanied by a digital medium (CD)** containing the same data.

The deadline for filing these statements with the Stock Exchange is **Thursday, August 27, 2026, at 2:00 p.m.** at the Stock Exchange's reception desk located at 34 Avenue de la Bourse, Les Jardins du Lac, 1053 Les Berges du Lac II. A time-stamped receipt will be issued to the filing brokerage firm.

Furthermore, these statements must be accompanied by a letter certifying that the filing is made in accordance with the terms and conditions of the public offering.

No other method of transmission will be accepted by the Tunis stock exchange, in particular fax transmissions.

TEMPLATE FOR THE STATEMENT OF ORDERS SUBMITTED TO THE TUNIS STOCK EXCHANGE

Each broker must submit to the Tunis stock Exchange, one line per client, containing the following information:

N°	Nom (Personne physique) / Dénomination (Personne morale)	Prénom	Identifiant unique (Personne morale)	Référence Etranger	C. I. N. (Majeur ou Tuteur)	Date de naissance (Mineur)	Catégorie d'avoir	Quantités offertes
1	BEN MOHAMED	Ali			********		Tunisien libre	10 000
2	BEN MOHAMED	Ahmed			********	jj/mm/aaaa	Tunisien libre	10 000
3	SOCIÉTÉ ANONYME		*44765*				Tunisien libre	10 000
4	Etranger 1			*PAS 5252*			Etranger libre	10 000
4	**Nombre de donneurs d'ordres**				**Total de la Quantité offerte**			**40 000**

3- Announcement of Results:

Upon completion of the vote count, the Tunis stock exchange will provide the CMF with a detailed summary of the results of the Public Purchase offer. These results will be the subject of a notice to be published in the Tunis stock exchange's Official Bulletin.

4- Settlement and Delivery Procedures:

Settlement and delivery will be carried out in accordance with applicable regulations.

Further details regarding this mandatory tender offer are provided in the notice announcing the opening of the offer, published in the CMF's Official Bulletin on July 31, 2026.