

CERAMTEC BONDCO GMBH

NOTICE OF CONDITIONAL OPTIONAL REDEMPTION

**To the holders of the
5.25% Senior Notes due 2025**

**ISINs: XS1729976602 / XS1729972015
Common Codes: 172997660 / 172997201**

CeramTec BondCo GmbH (formerly CTC BondCo GmbH) (the “Issuer”) hereby gives notice to the holders (the “Holders”) of its 5.25% Senior Notes due 2025 (the “Notes”) of the redemption of the entire aggregate principal amount of outstanding Notes (the “Redeemed Notes”) in accordance with paragraph 5(d) of the Notes and Article 3 of the indenture, dated as of December 14, 2017 (the “Indenture”), among, *inter alios*, the Issuer, Deutsche Trustee Company Limited, as Trustee, Deutsche Bank AG, London Branch, as Security Agent and Principal Paying Agent and Deutsche Bank Luxembourg S.A., as Transfer Agent and Registrar. Capitalized terms used herein and not defined have the meanings given to them in the Indenture. The terms and conditions of the redemption are as follows:

1. The redemption date for the Redeemed Notes will be March 16, 2022, or such later day, subject to the conditions set forth herein being satisfied or waived (the “Redemption Date”) and the record date will be one Business Day prior to the Redemption Date.

2. Assuming the Redemption Date is March 16, 2022, the aggregate redemption price for the Redeemed Notes will be €413,166,238.33, calculated on the basis of (i) the redemption price of 101.313% of the principal amount of the Redeemed Notes amounting to €411,330,780.00, plus (ii) accrued and unpaid interest and Additional Amounts, if any, to the Redemption Date, amounting to €1,835,458.33 (together, the “Redemption Price”).

3. The redemption of the Redeemed Notes is conditional upon (i) the closing of the acquisition by CTEC III GmbH and 13184374 Canada Inc. of the entire issued and outstanding share capital of CeramTec Topco GmbH in accordance with the terms of the relevant acquisition documents and (ii) the receipt by the Principal Paying Agent of an amount of cash in euro from, or on behalf of, the Issuer sufficient to pay the Redemption Price payable to the Holders, prior to 10:00 a.m., London time, on the Redemption Date (or pursuant to such other arrangements as may be agreed with the Principal Paying Agent and the Trustee). Accordingly, none of the Redeemed Notes shall be deemed due and payable on the Redemption Date unless and until the conditions set forth herein are either satisfied or waived by the Issuer.

4. In the event that the conditions described in paragraph (3) above are not satisfied or waived by the Issuer on or prior to the Redemption Date, the Issuer may, in its discretion, either delay the Redemption Date until such time as any or all such conditions shall be satisfied or waived, or rescind this notice of redemption. The Issuer will notify the Holders, the Trustee and the Principal Paying Agent on or prior to the Redemption Date if the Issuer has elected to delay the Redemption Date or rescind this notice of redemption.

5. The Redeemed Notes must be presented and surrendered to the Principal Paying Agent, which is Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom, Attention: Trust & Agency, to collect the Redemption Price.

6. Unless the Issuer defaults in making the payment of the Redemption Price or the relevant Paying Agent is prohibited from making such payment pursuant to the terms of the Indenture, interest on the Redeemed Notes ceases to accrue on and after the Redemption Date.

7. The Notes are being redeemed pursuant to Article 3 of the Indenture and paragraph 5(d) of the Notes.

8. No representation is made by the Issuer, the Trustee or the Principal Paying Agent as to the correctness or accuracy of the ISINs and Common Codes listed in this notice or printed on the Notes.

9. This notice is given on March 3, 2022.

This notice is given by CeramTec BondCo GmbH.

Enquiries about the above notice should be directed to the Issuer as set out below:

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