



Ad hoc Mitteilung gemäss Ziff. 16 des Kotierungsreglements der BX Swiss

## **Pelham Investments AG kündigt öffentliches Kaufangebot für alle Aktien der Athris AG an**

St. Moritz, Schweiz – 21. August 2024 – Pelham Investments AG und Athris AG verfügen gemeinsam über einen Stimmrechtsanteil von 98.33%.

Die Pelham Investments AG ist mit 180'326 Stammaktien und 1'139'199 Stimmrechtsaktien die größte Aktionärin der Athris AG. Mit Verträgen vom heutigen Tag hat einerseits Pelham Investments AG 8'000 weitere Stammaktien und 16'250 weitere Stimmrechtsaktien und andererseits die Athris AG 3'928 weitere Stammaktien erworben. Der Kauf der Aktien erfolgte durch Pelham Investments AG und Athris AG zum Kaufpreis von CHF 1'355.70 je Stammaktie. Als Kaufpreis für die Stimmrechtsaktie vereinbarten die Beteiligten einen Kaufpreis von CHF 267.13 je Stimmrechtsaktie. Beide Kaufpreise sind das Ergebnis intensiver und ausgewogener Verhandlungen zwischen sämtlichen Vertragsparteien.

Die von der Pelham Investments AG und der Athris AG gehaltenen oder in Kürze gehaltenen Aktien belaufen sich zusammen auf 192'254 Stammaktien und 1'155'449 Stimmrechtsaktien. Unter Berücksichtigung von 203'436 ausgegebenen Stammaktien und 1'167'199 Stimmrechtsaktien verfügen die Pelham Investments AG und die Athris AG zusammen (in Kürze) über 98,33% der Stimmrechte der Athris AG.

Die Pelham Investments AG beabsichtigt, ein öffentliches Kaufangebot für alle sich im Publikum befindlichen Namenaktien mit einem Nennwert von je CHF 5.00 und für alle sich im Publikum befindlichen Namenaktien mit einem Nennwert von je CHF 1.00 der Athris AG zu unterbreiten. Der Angebotspreis soll im Rahmen des öffentlichen Kaufangebots den vertraglich ausgehandelten Kaufpreisen von CHF 1'355.70 je Stammaktie und CHF 267.13 je Stimmrechtsaktie entsprechen.

Zu diesem Zweck hat die Pelham Investments AG heute die Voranmeldung ihres beabsichtigten öffentlichen Kaufangebots publiziert. Die Veröffentlichung des öffentlichen Kaufangebots soll innerhalb von sechs Wochen ab dem Datum der heutigen Voranmeldung erfolgen. Die Stammaktien sind an der BX Swiss kotiert.

Die in der Voranmeldung formulierten Konditionen sind auf der für das Kaufangebot eingerichteten Website unter [www.pelham-offer.com](http://www.pelham-offer.com) verfügbar.

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This press release is for informational purposes only and does not constitute an offer to buy or a solicitation of an offer to sell any securities of Athris AG and it does not constitute a prospectus or a similar notice within the meaning of articles 35 et seqq. or 69 of the Swiss Financial Services Act. Main terms and conditions of the proposed public tender offer (the "Offer") have been published in the pre-announcement of the Offer which was published as of the date hereof (the "Pre-Announcement"), and full details including terms and conditions will be published in the tender offer prospectus. Shareholders of shares in Athris AG are urged to carefully read the Pre-announcement because it contains important information about the Offer. This announcement is not for publication, release or distribution in or into or from any jurisdiction where it would otherwise be prohibited and does not constitute an offer of securities for sale in such countries. Please also refer to "Legal Disclaimers" below.



## **Legal Disclaimers**

### Forward-Looking Statements

This announcement contains forward-looking statements. Forward-looking statements are information of a non-historical nature or which relate to future events and are subject to risks and uncertainties. No assurance can be given that the transactions described herein will be consummated or as to the ultimate terms of any such transactions. Pelham Investments AG (the "Offeror") undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

### Important Additional Information

This release is for informational purposes only and does not constitute, or form part of, any offer or invitation to sell or issue, or any solicitation of any offer, to purchase or subscribe for any registered shares or other equity securities in Athris AG, nor shall it form the basis of, or be relied on in connection with, any contract therefor. This release is not part of the offer documentation relating to the proposed Offer or the Pre-Announcement of it. Main terms and conditions of the proposed public tender offer (the "Offer") have been published in today's pre-announcement of the tender offer, and full details including terms and conditions will be published in the tender offer prospectus. Shareholders of Athris AG are urged to read the tender offer documents, which are or will be available at [www.pelham-offer.com](http://www.pelham-offer.com).

### Certain Offer Restrictions

The public tender offer (the "Offer") will not be made, directly or indirectly, in any country or jurisdiction in which it would be considered unlawful or otherwise violate any applicable laws or regulations, or which would require Pelham Investments AG (the "Offeror") or any of its subsidiaries to change or amend the terms or conditions of the Offer in any way, to make an additional filing with any governmental, regulatory or other authority or take additional action in relation to the Offer.

It is not intended to extend the Offer to any such country or jurisdiction. Any document relating to the Offer must neither be distributed in any such country or jurisdiction nor be sent into such country or jurisdiction, and must not be used for the purpose of soliciting the purchase of any securities of Athris AG by any person or entity resident or incorporated in any such country or jurisdiction.

The communication is not being made by, and has not been approved by, an authorised person for the purposes of Section 21 of the Financial Services and Markets Act 2000 in the United Kingdom.

Reference is made to the Pre-Announcement of the Offer published today for full offer restrictions and an overview of certain key differences with U.S. tender offer procedures and laws.

### Notice to U.S. Holders

Shareholders of Athris AG (the "Company") in the United States (the "U.S. Holders") are advised that the registered shares of Athris AG ("Athris Shares") are not listed on a U.S. securities exchange and that the Company is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), and



is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "SEC") thereunder.

The Offer will be made for the registered shares of the Company, a Swiss company whose shares are listed on the BX Swiss ("BIX"), and is subject to Swiss disclosure and procedural requirements, which are different from those of the United States.

The Offer will be made in the United States pursuant to Section 14(e) of, and Regulation 14E under, the Exchange Act, subject to the exemption provided under Rule 14d-1(c) under the Exchange Act for a tier I tender offer (the "Tier I Exemption"), and otherwise in accordance with the requirements of Swiss law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetables, settlement procedures, waiver of conditions, timing of payments and procedural requirements that are different from those applicable under United States tender offer procedures and laws. U.S. Holders resident in the United States are urged to consult with their own legal, financial and tax advisors (including with respect to Swiss law) regarding the Offer.

As permitted under the Tier I Exemption, the settlement of the Offer will be based on the applicable Swiss law provisions, which differ from the settlement procedures customary in the United States, particularly as regards to the time when payment of the consideration is rendered. The Offer, which will be subject to Swiss law, is being made to U.S. Holders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder, in particular the Tier I Exemption. To the extent the Offer will be subject to U.S. securities laws, those laws only apply to U.S. Holders of Athris' Shares and will not give rise to claims on the part of any other person. U.S. Holders should consider that the offer price for the Offer will be paid in CHF and that no adjustment will be made based on changes in the exchange rate.

It may be difficult for U.S. Holders to enforce their rights and any claim they may have arising under the of U.S. federal securities laws, since the Offeror and the Company are located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. Holders may not be able to sue the Company or the Offeror or their respective officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel the Offeror and the Company and their respective affiliates to subject themselves to a U.S. court's judgment.

Neither the SEC nor any securities commission of any State of the U.S. has (i) approved or dis-approved of the proposed Offer; (ii) passed upon the merits or fairness of the proposed Offer; or (iii) passed upon the adequacy, accuracy or completeness of the disclosure in relation the Pre-Announcement. Any representation to the contrary is a criminal offence in the United States.