



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

# **Pelham Investments AG publiziert Angebotsprospekt für ihr öffentliches Kaufangebot für alle Namenaktien der Athris AG (Athris)**

St. Moritz, Schweiz – 26. September 2024

Die Pelham Investments AG hat heute ihren Angebotsprospekt zum öffentlichen Kaufangebot für alle sich im Publikum befindenden Namenaktien der Athris mit einem Nennwert von je CHF 5.00 (Stammaktien, BX: ATH) und für alle sich im Publikum befindenden Namenaktien der Athris mit einem Nennwert von je CHF 1.00 (Stimmrechtsaktien) publiziert, dessen Voranmeldung am 21. August 2024 erfolgte. Der Angebotspreis beträgt CHF 1'355.70 in bar pro Stammaktie und CHF 267.13 in bar pro Stimmrechtsaktie. Die Angebotspreise entsprechen den Marktpreisen, die in zwei Transaktionen vor der Voranmeldung des öffentlichen Kaufangebots mit zwei Drittparteien verhandelt wurden.

Basierend auf den im Angebotsprospekt dargelegten Absichten von Pelham Investments AG sowie unter Berücksichtigung des externen Bewertungsgutachtens ("Fairness Opinion") der Ernst & Young AG hat der Verwaltungsrat der Athris AG einstimmig beschlossen, das Kaufangebot der Pelham Investments AG zu unterstützen und den Athris-Aktionären zu empfehlen, das Angebot anzunehmen. Der Bericht des Verwaltungsrats der Athris AG, der die Empfehlung und die dazugehörige Begründung beinhaltet, ist im Angebotsprospekt enthalten.

Die Angebotsfrist wird voraussichtlich am 11. Oktober 2024 beginnen und am 24. Oktober 2024, 16.00 Uhr Schweizer Zeit, enden. Das öffentliche Kaufangebot unterliegt der Bedingung, dass bis zum Vollzug des Angebots keine hoheitliche Entscheidung erfolgt, welche das Angebot, dessen Vollzug oder den Erwerb der Athris AG durch die Pelham verhindert, verbietet oder für unzulässig erklärt. Das Angebot wird voraussichtlich am 19. November 2024 vollzogen.

Der Angebotsprospekt sowie weitere Veröffentlichungen von Pelham Investments AG im Zusammenhang mit dem öffentlichen Kaufangebot 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 public tender offer (the "Offer") are set forth in the offer prospectus which was published on the date hereof (the "Offer Prospectus"). Holders of shares in Athris AG are urged to carefully read the Offer Prospectus 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.

### No Offer

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 tender offer. Main terms and conditions of the public tender offer (the "Offer") have been published in the pre-announcement of the tender offer, and full details including terms and conditions are published in the 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 tender offer (the "Offer") is not being and 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 such 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 Offer Prospectus 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 is being made for the registered shares of the Company, a Swiss company whose ordinary shares with a nominal value of CHF 5.00 each are listed on the BX Swiss ("BX"),



and is subject to Swiss disclosure and procedural requirements, which are different from those of the United States.

The Offer is being 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 is 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 is 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 is 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 is being paid in CHF and that no adjustment is being 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 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 disapproved of the Offer; (ii) passed upon the merits or fairness of the Offer; or (iii) passed upon the adequacy, accuracy or completeness of the disclosure in relation the Offer. Any representation to the contrary is a criminal offence in the United States.