



Ad hoc announcement pursuant to Art. 53 LR

Zurich Switzerland, March 8, 2024

Approval of temporary exemptions from conditions for maintaining the listing in accordance with article 7 Listing Rules and the delisting of Crealogix Holding AG's registered shares

SIX Exchange Regulation AG grants temporary exemptions from certain conditions for maintaining the listing and approves the delisting of Crealogix Holding AG's registered shares

Temporary exemptions from certain conditions for maintaining the listing in accordance with article 7 Listing Rules

Crealogix Holding AG (CREALOGIX) announced today that by decision dated March 7, 2024, SIX Exchange Regulation AG (SER) has approved temporary exemptions from certain conditions for maintaining the listing. These exemptions will take effect upon publication of this ad hoc announcement.

Sections I – III of the decision of SER read as follows:

"I. Die Crealogix Holding AG (Emittent) wird bis zum Ablauf der Gültigkeitsdauer der Best Price Rule nach Art. 10 Abs. 1 der Verordnung der Übernahmekommission über öffentliche Kaufangebote vom 21. August 2008 (Übernahmeverordnung, UEV), bis und mit 7. August 2024 von folgenden Pflichten befreit:

- (a) Veröffentlichung des Halbjahresberichts 2023 (Art. 49 ff. KR i.V.m. Art. 10 ff. Richtlinie Rechnungslegung [RLR] und Art. 9 Ziff. 2.01 (2) Richtlinie Regelmeldepflichten [RLRMP]);
- (b) Veröffentlichung von Ad hoc-Mitteilungen (Art. 53 KR i.V.m. der Richtlinie betr. Ad hoc-Publizität [RLAhP]), davon ausgenommen ist die Veröffentlichung einer Ad hoc-Mitteilung betreffend die Bekanntgabe des Zeitpunkts der Dekotierung der Namenaktien des Emittenten, sobald dieser bestimmt ist;
- (c) Offenlegung von Management-Transaktionen (Art. 56 KR);
- (d) Führung des Unternehmenskalenders (Art. 52 KR);
- (e) Erfüllung der nachfolgend genannten Regelmeldepflichten (Art. 55 KR i.V.m. Art. 9 der Richtlinie Regelmeldepflichten [RLRMP]):
 - Ziff. 1.05 (Änderung des Revisionsorgans);
 - Ziff. 1.06 (Änderung des Bilanzstichtags);
 - Ziff. 1.08 (4) (Änderung Weblink zum Unternehmenskalender);
 - Ziff. 1.08 (5) (Änderung Weblink zu den Jahres- und Halbjahresberichten);

- Ziff. 2.01 (Einreichung Finanzbeschlüsse);
- Ziff. 3.05 (Beschlüsse betreffend Opting Out/Opting Up);
- Ziff. 3.06 (Änderung betreffend Vinkulierungsbestimmungen);
- Ziff. 5.01 (Schaffung/Streichung bedingtes Kapital oder Einführung/Dahinfallen des Kapitalbands);
- Ziff. 5.02 (Meldung des bedingten Kapitals).

II. Die Befreiung gemäss Ziff. I beginnt mit Veröffentlichung der Ad hoc-Mitteilung gemäss den Vorgaben in Ziff. VI.

III. Nach Ablauf der Gültigkeitsdauer der Best Price Rule am 7. August 2024 wird der Emittent bis zum 30. September 2024 von den Pflichten gemäss Ziff. I befreit, sofern und soweit keiner der folgenden Tatbestände bis am 7. August 2024 eingetreten ist oder bis zum 30. September 2024 eintritt:

- a. Eintritt eines Minderheitsaktionärs oder mehrerer Minderheitsaktionäre in das Verfahren um Kraftloserklärung der Namenaktien des Emittenten nach Art. 137 des Bundesgesetzes über die Finanzmarktinfrastrukturen und das Marktverhalten im Effekten- und Devisenhandel vom 19. Juni 2015 (Finanzmarktinfrastrukturgesetz, FinfraG) vor dem zuständigen Gericht;
- b. Rückzug der Klage um Kraftloserklärung der Namenaktien des Emittenten vor dem zuständigen Gericht durch die Klägerin oder durch eine Rechtsnachfolgerin;
- c. Abweisung der Klage um Kraftloserklärung der Namenaktien des Emittenten durch das zuständige Gericht;
- d. Weiterzug des Urteils des zuständigen Gerichts betreffend die Kraftloserklärung der Namenaktien des Emittenten.

Sollte einer der Tatbestände gemäss dieser Ziffer Bst. a. bis d. bis zum Ablauf der Gültigkeitsdauer der Best Price Rule eintreten, leben die Pflichten des Emittenten gemäss Ziff. I umgehend nach Ablauf der Gültigkeitsdauer der Best Price Rule, das heisst am 7. August 2024, wieder auf.

Sollte einer der Tatbestände gemäss dieser Ziffer Bst. a. bis d. nach Ablauf der Gültigkeitsdauer der Best Price Rule eintreten, das heisst bis am 30. September 2024, leben die Pflichten der Emittentin gemäss Ziff. I umgehend wieder auf.

Im Falle eines Wiederauflebens der Pflichten gemäss Ziff. I, hat der Emittent den Halbjahresbericht 2023 innert sechs Wochen ab dem Tag des jeweiligen Wiederauflebens der Pflichten gemäss Ziff. I zu publizieren und SIX Exchange Regulation AG einzureichen (Art. 50 KR i.V.m. Art. 11 ff. RLR und Art. 9 Ziff. 2.01 (2) RLRMP)."

"I. Crealogix Holding AG (Issuer) is exempted from the following obligations until the expiry of the validity period of the Best Price Rule pursuant to article 10 para. 1 of the Ordinance of the Swiss Takeover Board on Public Takeover Offers of August 21, 2008 (Takeover Ordinance, TOO), up to and including August 7, 2024:

- (a) Publication of the 2023 semi-annual report (article 49 et seqq. LR in conjunction with article 10 et seqq. Directive on Financial Reporting [DFR] and article 9 para. 2.01 (2) Directive on Regular Reporting Obligations [DRRO]);
- (b) Publication of ad hoc announcements (article 53 LR in conjunction with the Directive on Ad hoc Publicity [DAH]), with the exception of the publication of an ad hoc announcement concerning the announcement of the date of delisting of the Issuer's registered shares as soon as this date has been determined;
- (c) Disclosure of management transactions (article 56 LR);
- (d) Maintenance of the company calendar (article 52 LR);
- (e) compliance with the following regular reporting obligations (article 55 LR in conjunction with article 9 of the Directive on Regular Reporting Obligations [DRRO]):
 - para. 1.05 (Change of external auditors);
 - para. 1.06 (Change of balance sheet date);
 - para. 1.08 (4) (Change of web link to the corporate calendar);
 - para. 1.08 (5) (change of web link to the annual and semi-annual reports);
 - para. 2.01 (Submission of financial statements);
 - para. 3.05 (Resolutions on opting out/opting up) ;
 - para. 3.06 (Changes in connection with restrictions on transferability);
 - para. 5.01 (Creation/cancellation of conditional capital or introduction/withdrawal of the capital band);
 - para. 5.02 (Reporting of conditional capital).

II. The exemptions pursuant to Section I shall commence with the publication of the ad hoc notice in accordance with the provisions in Section VI.

III. After the expiry of the validity period of the Best Price Rule on August 7, 2024, the Issuer shall be exempted from the obligations pursuant to Section I until September 30, 2024, if and to the extent that none of the following events has occurred by August 7, 2024 or occurs by September 30, 2024:

- a. Joinder of a minority shareholder or several minority shareholders in the proceedings for cancellation of the issuer's registered shares pursuant to Art. 137 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Foreign Exchange Trading of June 19, 2015 (Financial Market Infrastructures Act, FMIA) before the competent court;
- b. Withdrawal of the action for cancellation of the Issuer's registered shares before the competent court by the plaintiff or by a legal successor;
- c. Dismissal of the action for cancellation of the issuer's registered shares by the competent court;

- d. Appeal of the judgment of the competent court regarding the cancellation of the Issuer's registered shares.

Should one of the events pursuant to this Section letters a. to d. occur before the expiry of the validity period of the Best Price Rule, the Issuer's obligations pursuant to Section I shall revive immediately after the expiry of the validity period of the Best Price Rule, i.e. on August 7, 2024.

Should one of the events pursuant to this Section letters a. to d. occur after the expiry of the validity period of the Best Price Rule, i.e. by September 30, 2024, the Issuer's obligations pursuant to Section I shall be revived immediately.

In the event of a revival of the obligations pursuant to Section I, the Issuer must publish and submit to SIX Exchange Regulation AG the semi-annual report 2023 within six weeks of the date of the respective revival of the obligations pursuant to Section I (article 50 LR in conjunction with article 11 et seqq. article 11 et seqq. DFR and article 9 para. 2.01 (2) DRRO).

Delisting

CREALOGIX announced today that it has received approval for the delisting of its registered shares.

On February 26, 2024, CREALOGIX applied to SER for the delisting of its registered shares. By decision of March 7, 2024, SER approved the delisting of all of CREALOGIX's registered shares with a nominal value of CHF 8.00 each.

SER will determine the last trading day and the delisting date in consultation with CREALOGIX, taking into account the proceedings currently pending before the Commercial Court of the Canton of Zurich regarding the cancellation of the remaining publicly held registered shares of CREALOGIX.

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About CREALOGIX

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