

Ad hoc announcement pursuant to Art. 53 LR

**SIX Exchange Regulation approved Delisting of Spice Shares from SIX and Exemptions from certain SIX Publicity Requirements**

Zug, 14 December 2022

On 15 November 2022 Spice Private Equity AG ("Spice") applied to SIX Exchange Regulation AG ("SER") for the delisting of all its shares with a par value of CHF10.00 each from SIX Swiss Exchange and for exemptions from certain publicity and disclosure requirements according to the SIX Listing Rules.

With its decision dated 13 December 2022, SER approved the delisting of all Spice shares from SIX Swiss Exchange. SER will determine the last trading day and the delisting date in consultation with Spice after the issuance of the legally binding decision by the High Court of the Canton of Zug approving the cancellation of the remaining publicly held registered shares of Spice in accordance with Art. 137 FMIA.

Furthermore, SER in its decision dated 13 December 2022, granted exemptions from certain disclosure and publicity requirements according to the SIX Listing Rules, including an exemption from the obligation to publish the annual report for the financial year 2022. These exemptions will take effect upon publication of this ad hoc announcement.

The relevant parts of the decision of SER read as follows:

- I. Spice Private Equity AG (Issuer) is hereby exempted from the following obligations until the expiry of the validity period of the Best Price Rule pursuant to Art. 10 para. 1 of the Ordinance of the Swiss Takeover Board of 21 August 2008 on Public Takeover Offers (Takeover Ordinance, TOO), until and including 15 March 2023:
  - a) Publication of the annual report for the financial year 2022 (Art. 49 ff. LR in conjunction with art. 10 et seq. Directive on Financial Reporting [DFR] and Directive Regular Reporting Obligations [DRRO]);
  - b) Publication of ad hoc announcements (Art. 53 LR in connection 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 such date is determined;
  - c) Keeping of the corporate calendar (Art. 52 LR);
  - d) Disclosure of management transactions (Art. 56 LR in connection with the Directive on the Disclosure of Management Transactions [DMT]);

- e) Publication of current value (net asset value) (Art. 73 LR);
- f) Fulfillment of the following regular reporting obligations (Art. 55 LR in conjunction with Art. 9 DRRO):

- para. 1.05 (Change of external auditors),
- para. 1.06 (Change of balance sheet date),
- para. 1.08 (4) (Change of weblink to the corporate calendar),
- para. 1.08 (5) (Change of weblink to the directory of financial statements),
- para. 2.01 (Submission of financial statements).

- II. The exemptions pursuant to Section I shall be effective as per the publication of the ad hoc announcement in accordance with the requirements in Section VI.
- III. After the expiry of the validity period of the Best Price Rule on 15 March 2023, the Issuer shall be exempted from the obligations pursuant to Section I until 13 June 2023, if and to the extent that none of the following events has occurred by 15 March 2023 or occurs until 13 June 2023:
  - a) Accession of a minority shareholder or several minority shareholders to 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 19 June 2015 (Financial Market Infrastructures Act, FMIA) before the competent court;
  - b) Withdrawal of the claim for cancellation of the Issuer's registered shares before the competent court by the plaintiff or by a legal successor;
  - c) Dismissal of the claim 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 lit. 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 reapply immediately following the expiry of the validity period of the Best Price Rule, i.e. on 16 March 2023.

Should one of the events pursuant to this Section lit. a. to d. occur *after the expiry* of the validity period of the Best Price Rule, i.e. until 13 June 2023, the Issuer's obligations pursuant to Section I shall reapply immediately.



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**About Spice Private Equity Ltd.**

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